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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Hydro Growth Systems, Inc.

000002401350--0
-01/15/98-01042-017
*****70.00 *****70.00

Profit Articles

NonProfit

Amendment

Merger

Limited Liability Co.

Foreign

Dissolution/Withdrawal

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Limited Partnership

Annual Report

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SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
98 JAN 15 PM 3:45
98 JAN 15 AM 11:29
FILED RECEIVED

CR2E031 (1-89)

ARTICLES OF INCORPORATION
OF
HYDRO GROWTH SYSTEMS, INC.

98 JAN 15 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Hydro Growth Systems, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

20,000,000 Shares Common	(Par Value: 0.001)
1,000,000 Shares Preferred	(Par Value: 0.001)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

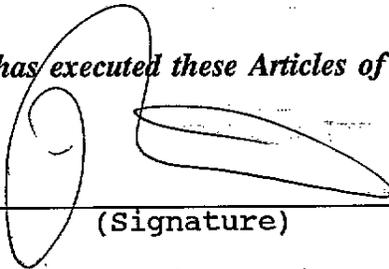
Richard T. Avis, Esq.
1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Richard T. Avis, Esq.
1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

The undersigned incorporator has executed these Articles of Incorporation this 14th day of January, 1998.



A handwritten signature in black ink, consisting of a large, stylized 'R' followed by a horizontal stroke and a trailing flourish.

(Signature)

Richard T. Avis

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

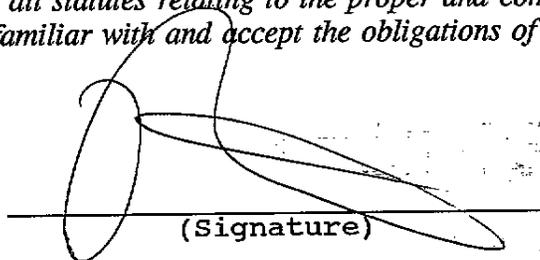
1. *The name of the corporation is:*

Hydro Growth Systems, Inc.

2. *The name and address of the registered agent and office is:*

Richard T. Avis
1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

Richard T. Avis

98 JAN 15 10:45
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA