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Memorandum
From
Irina Baranova

NoDirt Exotic Planters, Inc.
Voice: 813-528-8291 FAX: 813-527-2023

March 9, 1998

To: Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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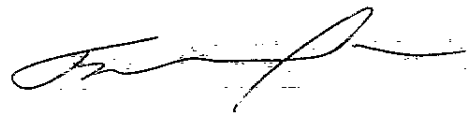
For the purpose of organizing a Florida corporation enclosed please find the following:

1. Check in the amount of \$122.50 covering your fees including Certified Copy, Filing Fees and Registered Agent Fee.
2. Articles of Incorporation in Duplicate

If there are any questions regarding the above, please contact the undersigned.

Sincerely,

Irina Baranova
Incorporator



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/11/98-T.UM.

Articles of Incorporation
of
NoDirt Exotic Planters, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Article 1

The name of this corporation is **NoDirt Exotic Planters, Inc.**

Article 2

The corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the corporation may exercise the powers granted now or in the future by Section 607.0302, Florida Statutes, and by common law.

Article 3

The aggregate number of shares which the Corporation shall have the authority to issue shall be 20,000,000 shares of common stock, each having a par value of \$.001 and 200,000 share of Preferred Stock each having a par value of \$.001 per share.

Article 4

The street address of the place of business of the Corporation is 3646 Overlook Drive, N.E., St. Petersburg, Florida 33703. The address of the initial registered office maintained pursuant to Section 607.0501 Florida Statutes is 3646 Overlook Drive, N.E., St. Petersburg, Florida 33703. The name of the corporation's initial registered agent to receive service of process is Irina Baranova.

Article 5

The number of directors constituting the initial Board of Directors is one. The number of directors may be changed by resolution of the directors as provided in the By-laws. The name of the person who is to serve as Director is:

<u>Name</u>	<u>Address</u>
Irina Baranova	3646 Overlook Drive, N.E. St. Petersburg, Florida 33703

Article 6

The name and address of the incorporator is Irina Baranova whose address is 3646 Overlook Drive, N.E., St. Petersburg, Florida 33703

Article 7

It is the intention of the Corporation to indemnify its officers, directors, employees and agent to the extent permitted by Section 607.0850, Florida Statutes.

Article 8

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreement will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated 03/09 1998

By


Irina Baranova

State of Florida

County of Pinellas

I HEREBY CERTIFY, that in this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Irina Baranova, to me known to be the person described in and who executed the foregoing Articles of Incorporation of **NoDirt Exotic Planters, Inc.**, acknowledged before me that she subscribed to the Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 9th day of March, 1998.

Notary Public, State of Florida at Large:



My Commission Expires: Oct 1, 2000

Bonnie H. Farnsworth


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **NoDirt Exotic Planters, Inc.** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 3646 Overlook Drive, N.E., St. Petersburg, Florida 33703, has named Irina Baranova as its agent to accept service of process within the State.

Acknowledgment

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Irina Baranova
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA