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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 7:57

LAWRENCE J. SEMENTO, P.A.
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TELEPHONE (352) 357-0770

NEAL D. HUEBSCH, OF COUNSEL

P980000066662 July 24, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002598839--C
-07/27/98--01015--017
*****70.00 *****70.00

Re: *Growth Group, Inc.*

Dear Sirs:

In regard to the above, enclosed please find Articles of Incorporation, Certificate Designating Registered Agent, and check in the amount of \$70.00 for filing this corporation. If all is in order, I would request that the Articles be properly filed in the records of the Secretary of State.

If you have any questions regarding the enclosed, please call.

Very truly yours,

Lawrence J. Semento /cc

LAWRENCE J. SEMENTO

LJS/cc
Enclosures

RP
07-28-98

**ARTICLES OF INCORPORATION
OF
GROWTH GROUP CORP.**

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I, the undersigned, hereby make, subscribe, acknowledge, and file these articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is: GROWTH GROUP CORP.

ARTICLE II

EFFECTIVE DATE/EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation is organized for the general purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

STOCK

Corporate stock shall be issued in two (2) classes:

(1) Class A Common Stock- which shall be common stock with full voting rights. The Corporation may issue a maximum number of 50,000 shares of Class A common stock of the par value of \$1.00 per share.

(2) Class B Common Stock- which shall be common stock with no voting rights. The Corporation is authorized to issue a maximum number of 50,000 shares of Class B common stock of a par value of \$1.00 per share.

ARTICLE V

OFFICE

The principal office of the Corporation will be located at 2605 Kurt Street, Eustis, Florida 32726, and its mailing address is Post Office Box 117, Eustis, Florida 32727-0117.

ARTICLE VI

REGISTERED AGENT

The initial Registered Agent for the Corporation is Lawrence J. Semento, whose address is 531 North Bay Street, Eustis, Florida 32726. The registered agent of the Corporation may be changed from time to time by the Corporation filing the appropriate documentation with the State of Florida.

ARTICLE VII

DIRECTORS

The Corporation shall initially have one (1) director. The number of directors constituting the Board of Directors may be changed from time to time in accordance with the bylaws of the Corporation.

The Board of Directors of the Corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the Corporation, in whatever capacity.

The names and street addresses of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Harvey L. Spears	Post Office Box 117 Eustis, Florida 32727-0117

ARTICLE VIII

OFFICERS

The Corporation shall have a president, secretary and treasurer, each of whom may be members of the Board of Directors, and the Corporation may have any such other and additional officers as may be authorized by its bylaws.

ARTICLE IX

SUBSCRIBER

The name and street address of each subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Harvey L. Spears	Post Office Box 117 Eustis, Florida 32727-0117

ARTICLE X

AMENDMENT OF BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI

AMENDMENT OF ARTICLES

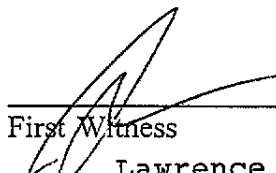
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at the Shareholders' meeting by a majority of the Shareholders entitled to vote thereon, unless all the directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

INDEMNIFICATION


The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

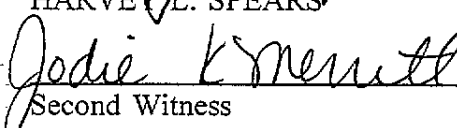
DATED this 24 day of July, 1998.



First Witness
Lawrence J. Semento

First Witness Name Typed/Printed



HARVEY L. SPEARS


Second Witness
Jodie K. Merritt

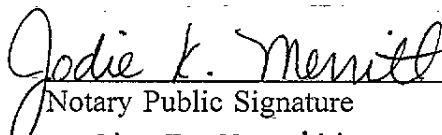
Second Witness Name Typed/Printed

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared HARVEY L. SPEARS, who is personally known to me (or who has produced Florida drivers license as identification) and who acknowledged before me that he subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of July, 1998.





Notary Public Signature
Jodie K. Merritt

Printed/Typed Name

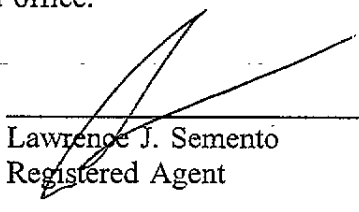
DESIGNATION OF REGISTERED AGENT

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

That GROWTH GROUP CORP. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Tavares, County of Lake, State of Florida, has named Lawrence J. Semento as its agent to accept service of process within this state.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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



Lawrence J. Semento
Registered Agent

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98 JUL 27 AM 7:58