

**P98000079231**

DIVISION OF CORPORATIONS  
D.W. MCKINNON, DIVISION DIRECTOR  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

RE: INCORPORATION OF NEW BUSINESS

GENTLEMEN:

ENCLOSED ARE (1) ARTICLES OF INCORPORATION, (2) CERTIFICATE DESIGNATING PLACE OF BUSINESS, AND (3) CHECK IN PAYMENT OF INCORPORATION FEES AS FOLLOWS:

\$35.00 - FILING FEE  
52.50 - CHARTER TAX (MINIMUM)  
35.00 - CERTIFICATE DESIGNATING REGISTERED AGENT

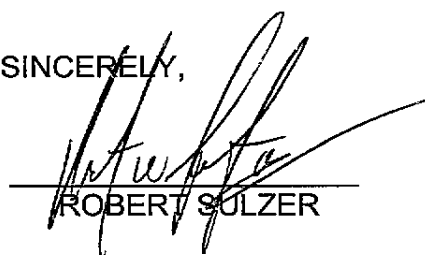
122.50 TOTAL CHECK

PLEASE RETURN THE CERTIFIED COPY OF THESE ARTICLES OF INCORPORATION TO OUR OFFICE AT:

THE GROWING GROUP, INC.  
4011 KENSINGTON ST. Ave.  
TAMPA, FL. 33629

*Please be advised*  
←

SINCERELY,

  
ROBERT SULZER

300002634323-3  
-09/08/98-01135-025  
\*\*\*\*122.50 \*\*\*\*122.50

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**  
**OF**  
**THE GROWING GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation, Robert Sulzer, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**CORPORATE NAME**

The name of this Corporation is **THE GROWING GROUP, INC.** The principal office and mailing address of the corporation is 4011 Kensington <sup>AVC.</sup> Street, Tampa, Florida 33629.

**ARTICLE II**

**DURATION**

The Corporation shall have perpetual existence, commencing upon the filing of these articles with the Florida Secretary of State.

**ARTICLE III**

**PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The Corporation is authorized to issue 1500 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue

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## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4011 Kensington Street, Tampa, Florida 33629, and the name of the initial registered agent of the Corporation at that address is Robert Sulzer. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

## ARTICLE VI

### DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

William Pope  
2600 SW Williston Road  
Gainesville, Florida 32608

Robert Sulzer  
4011 Kensington ~~Street~~ *Ave.*  
Tampa, Florida 33629

Paul Kroll  
815 East 9th Avenue  
Mount Dora, Florida 32757

## ARTICLE VIII

### INCORPORATORS

The name and address of the person signing these Articles is:

Robert Sulzer  
4011 Kensington ~~Street~~ *Ave.*  
Tampa, Florida 33629

## ARTICLE IX

**BY-LAWS**

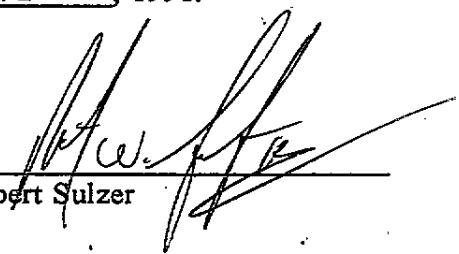
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders in the manner provided by the laws of the State of Florida.

**ARTICLE X**

**AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 5th day of September, 1998.

  
Robert Sulzer

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

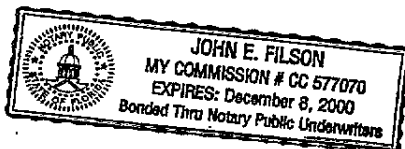
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert Sulzer, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of September, 1998.

  
NOTARY PUBLIC

State of Florida at Large

(SEAL)



My commission expires:

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **THE GROWING GROUP, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County Hillsborough, State of Florida, has named Robert Sulzer located at 4011 Kensington Street, Tampa, Florida 33629, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process of 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.

  
Robert Sulzer

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