GARDEN GROW PRODUCTS, INC.

9629 Balm Riverview Road Riverview, FL 33569

October 27, 1998

Secretary of State

State of Florida

Post Office Box 6327 Tallahassee, FL 32314

Attention: Division of Corporations

GARDEN GROW PRODUCTS, INC. Re:

Dear Sir or Madam:

Enclosed is my check in the amount of \$70.00, together with the original and one signed copy of the Articles of Incorporation in the above-referenced matter, which I would appreciate your filing.

Filing of Articles:

\$35.00

Registered Agent Designation:

\$35.00

Total Enclosed:

\$70.00

Please contact me immediately at (813) 677-2004 if additional information is necessary to complete the filing of these documents.

Thank you for your assistance and cooperation.

Very truly yours,

den Grow Products, Inc.

LA:sb **Enclosures**



ARTICLES OF INCORPORATION OF GARDEN GROW PRODUCTS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is:

GARDEN GROW PRODUCTS, INC.

ARTICLE II

The existence of the corporation shall begin on October 27, 1998.

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ARTICLE III

The street address of the principal office of the Corporation is 9629 Balm Riverview Road, Riverview, Florida 33569.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 7,500, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 9629 Balm Riverview Road, Riverview, Florida 33569. The initial registered agent for the Corporation at that address is Larry Avirett.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors are:

Name

Address

Larry Avirett

9629 Balm Riverview Road Riverview, Florida 33569

ARTICLE VII

The name and street address of the person signing these articles of incorporation are:

Name

Address

Larry Avirett

9629 Balm Riverview Road

Riverview, Florida 33569

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 27th day of October, 1998.

LARR¥ AVIRETT

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GARDEN GROW PRODUCTS, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Dated: October 27, 1998

ARRY KVIRETT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

This arts BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths a take acknowledgments, personally appeared LARRY AVIRETT known to me and known by me to be the person(s) who execute the foregoing articles of incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

The type of identification upon which I relied is:

XJ	Personally know the person who executed the above affidavit. OR
[]	Relied upon the following identification:
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	My Commission Baseline My commission & CC756224 EXPIRES

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 the and accept the obligations of my position as registered agent/

ARRY AVIRETT

Date: July 22, 1997