

TRANSMITTAL LETTER

P99000014671

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

300002774693--9  
-02/15/99-01020-001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: The Original Herb Company - GRO, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☒ \$78.75 Filing Fee & Certified Copy  
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status  
ADDITIONAL COPY REQUIRED

FROM: George D'Arcy  
Name (Printed or typed)  
3208C E. Colonial Dr., Suite 292  
Address  
Orlando, FL 32803  
City, State & Zip  
407-267-4972  
Daytime Telephone number

FILED  
99 FEB 12 PM 4:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

W3287

2/15/99  
[Signature]

**ARTICLES OF INCORPORATION**

**OF**

**The Original Herb Company-GRD, Inc.**

I, the undersigned, hereby subscribe to these Articles of Incorporation, under and by virtue of the laws of the State of Florida, for the purpose of creating a corporation, under and pursuant to the following Articles.

**ARTICLE I.**

**CORPORATE NAME**

The name of this corporation is **The Original Herb Company-GRD, Inc.**

**ARTICLE II.**

**INITIAL MAILING ADDRESS**

The initial mailing address of the corporation is :

3208C East Colonial Drive,  
Suite 292,  
Orlando, Florida 32803

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE III**

**NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Seven Thousand, Five Hundred shares of common stock having a Par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE V**

**TERM OF EXISTENCE**

This corporation shall have perpetual existence, commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VI.

**REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE**

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

**Richard L. Rogers, Esquire  
1135 South Washington Avenue, Suite A  
Titusville, FL 32780**

The Board of Directors, from time to time, may move the registered office to any other address in the State of Florida.

ARTICLE VII.

**BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII.

**INITIAL DIRECTORS**

The names of the initial directors of this corporation and their street addresses are:

<u>Name</u>	<u>Address</u>
George D'Arcy	1400 Thomas Street Titusville, FL 32780

The persons named as initial directors shall hold office for the first year of existence of this corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

## ARTICLE IX.

### INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

George D'Arcy  
1400 Thomas Street  
Titusville, Fl. 32780

## ARTICLE X

### CORPORATE STRUCTURE

In furtherance, and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

1. Subject to such restrictions, if any as are herein expressed, and such further restrictions, if any, as may be set forth by the Bylaws, the Board of Directors shall have the general management and control of the corporate business affairs, and may exercise all of the powers of the corporation except such as may be expressly conferred upon or reserved to the stockholders by Statute, or by the Articles of Incorporation or Amendment thereto, or by the Bylaws as constituted from time to time.

2. The Bylaws of the corporation shall be adopted by the directors as soon as practicable after the filing of these Articles of Incorporation.

3. The corporation shall have such officers as may be, from time to time, provided in the Bylaws and such officers shall be designated in such manner and shall hold their office for such terms and shall have such powers and duties as may be prescribed by the Bylaws, or as may be determined from time to time by the Board of Directors subject to the Bylaws.

4. No contract or other transaction between the corporation and any other person, firm, association, or corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in or is a member, director or officer, or are members, directors, or officers of such other firm or corporation; and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of this corporation, or in which this corporation is interested; and no contract, act, or transaction with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of this corporation is a party or parties to or have an interest in such contract, act, or transaction, or are in any way connected with such person, firm, association or corporation: and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may, in any way, be interested; provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to this corporation entering into such act, contract, or transaction

ARTICLE XI

**CORPORATE STOCK RESTRICTIONS**

This corporation shall have the power to include in its Bylaws any regular or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders. The manner in form, as well as the relevant terms, conditions and details hereof shall be determined by the Bylaws of this corporation; provided however, that no such regulatory or restrictive provision shall effect the rights of third parties without actual knowledge thereof, unless such provisions or a notation on the stock certificates indicate that the transfer of shares is restricted. it shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XII.

**AMENDMENT**

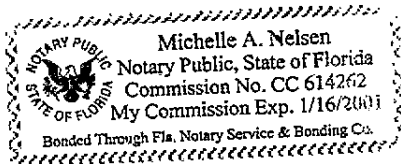
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote. unless all of the directors and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

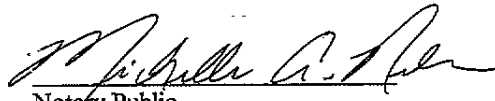
IN WITNESS WHEREOF, the undersigned, as Incorporators have, executed the foregoing Articles of Incorporation, on this 11th day of February, 1999.

  
George D'Arcy  
Incorporator

STATE OF FLORIDA  
COUNTY OF BREVARD

Public, personally appeared George D'Arcy, personally known to me or produced the following photo identification (personally known), to be the persons described as Incorporators, and who executed the foregoing Articles of Incorporation, and acknowledged before-me that they subscribed to these Articles of Incorporation on the 11th day of February, 1999.



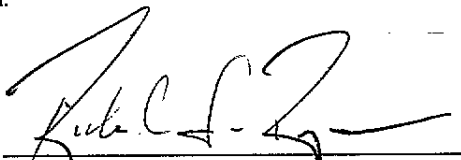
  
Notary Public

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That The Original Herb Company-GRD, Inc. desiring to organize under the laws of the State of Florida, with its initial registered office as indicated in the Articles of Incorporation, has named RICHARD L. ROGERS, located at 1135 South Washington Avenue, Suite A, Titusville, County of Brevard, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



RICHARD L. ROGERS :of  
RICHARD L. ROGERS, P.A.  
Florida Bar No.: 320269  
1135 South Washington Avenue  
Suite A  
Titusville, Fl. 32790  
(407) 268-5173

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA