

P99000031104
ARTICLES OF INCORPORATION

Rita Preston
3938, South Tamiami Trail
Sarasota, FL 34231-3622

March 22, 1999

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

600002825896--4
-04/01/99--01026--019
****122.50 *****78.75

Dear Sirs,

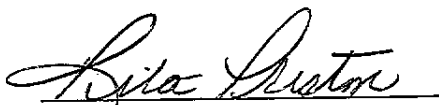
We ask for your assistance in forming the corporation to be known as:

Glow & Grow Hydroponics, Inc

We have enclosed one (1) original and one (1) copy of the Articles of Incorporation, and one check for the amount of \$122.50 made payable to the Secretary of State as per statutory filing fee.

Thank you for your assistance in this matter.

Yours sincerely,


Rita Preston

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing the information, liability, rights, privileges and immunities of corporation for profit.

ARTICLE I,

The name of this corporation shall be:

Glow & Grow Hydroponics, Inc

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under laws of the United States and the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock, of ten cents (\$.10) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than five hundred (\$500.00) dollars.

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ARTICLES OF INCORPORATION

ARTICLE VI, ADDRESS

The initial street address in the State of principal office of the corporation shall be as follows:

3938, South Tamiami Trail
Sarasota. fl. 34231-3622

The board of directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director initially. The number of directors may either be increased or diminished by the by-laws adopted by the shareholders, but shall never be less than one. The name and address of the initial Director of this corporation is as follows:

Rita Preston
3938, South Tamiami Trail
Sarasota. FL. 34231-3622

ARTICLE VIII

ARTICLES OF INCORPORATION

The name and address of the incorporator are:

Rita Preston
3938, South Tamiami Trail
Sarasota. fl. 34231-3622

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the board of directors and shareholders.

ARTICLE X, AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

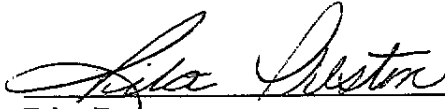
ARTICLE XI, SUB CHAPTER "S" CORPORATION

This corporation may be made a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

ARTICLES OF INCORPORATION

The registered Agent,
accepts this position signed below:


Rita Preston

The registered office will be located at:

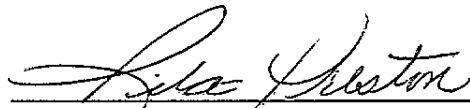
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Rita Preston

ARTICLES OF INCORPORATION

In witness whereof, the undersigned, as subscribing incorporator, have hereunto set our hands and seals this day of for the purpose of forming this corporation under the laws of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

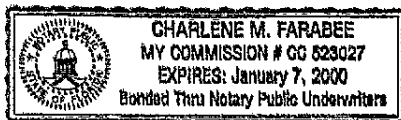


Rita Preston

SWORN AND SUBSCRIBED BEFORE ME
THIS 26th DAY OF MARCH 1999



(Notary)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA