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November 8, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

Gentlemen:

We enclose the original and one copy of Articles of Incorporation of **GrowADot.Com, Inc.** Please file these Articles in your office and provide us with a certified copy of the Articles. This firm's check for \$78.75 is enclosed for the required filing fee.

Thank you for your assistance.

Yours truly,

SHELL, FLEMING, DAVIS & MENGE

*Thomas J. Gilliam, Jr.*  
Thomas J. Gilliam, Jr.

TJG/kmg  
Enclosures

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
99 NOV -9 PM 12:11  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

10-99

**ARTICLES OF INCORPORATION  
OF  
GrowADot.Com, Inc.**

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NOV - 9 PM 12:11  
TALLAHASSEE, FLORIDA

**ARTICLE I. - NAME**

The name of this corporation is GrowADot.Com, Inc.

**ARTICLE II. - PURPOSE**

This corporation is organized for the purpose of engaging in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. - CAPITAL STOCK**

This corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV. - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the corporation shall be:

600 South Barracks Street, Suite 201-1  
Pensacola, Florida 32501

The Board of Directors may change the address from time to time to any other address in the State of Florida.

**ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 226 Palafox Place, Ninth Floor – Seville Tower, Pensacola, Florida 32501, and the name of the initial registered agent of this corporation at that address is Thomas J. Gilliam, Jr.

**ARTICLE VII. - INITIAL OFFICERS AND DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial director and officers of this corporation are:

Gene M. Valentino  
600 South Barracks Street, Suite 201-1  
Pensacola, Florida 32501

#### **ARTICLE VIII. - INCORPORATOR**

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

Gene M. Valentino  
600 South Barracks Street, Suite 201-1  
Pensacola, Florida 32501

#### **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.

#### **ARTICLE X. - RESTRICTIONS ON TRANSFER OF STOCK**

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege or purchasing as to any shares of stock less than the total number of shares involved in such offer.

**ARTICLE XI. - INDEMNIFICATION**

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

**ARTICLE XII. - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of October, 1999.


  
Subscriber

**STATE OF FLORIDA**

**COUNTY OF ESCAMBIA**

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Gene M. Valentino, known to me and known by me to be 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 29 day of October, 1999.

  
NOTARY PUBLIC - STATE OF FLORIDA  
Printed name: Judy W. Odom  
My commission expires: July 22, 2001  
My commission number: CC 1065730

**JUDY W. ODOM**  
Notary Public-State of FL  
Comm. Exp: July 22, 2001  
Comm. No. CC 665730

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GrowADot.Com, Inc. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 11/3/99

Thomas J. Gilliam, Jr.  
Thomas J. Gilliam, Jr.

FILED  
99 NOV -9 PM 12:11  
TALLAHASSEE, FLORIDA