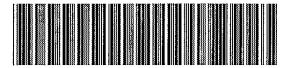
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SECRETARY OF STATE TALL AND SECRETARY OF STATE O

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TRANSMITTAL LETTER

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

Enclosed are an original and one (1) copy of the articles of incorporation and a check for: \$87.50 **□** \$78.75 \$78.75 \$70.00 Filing Fee Filing Fee, Filing Fee Filing Fee & Certified Copy Certified Copy & Certificate of Status & Certificate of Status ADDITIONAL COPY REQUIRED Goldby (AW GROVP P. A. Name (Printed or typed) 133 FIRST STREET NORTH SUITED Address

T. PETERSBURG FLORIDA 33701
City, State & Zip

724-696.5200 (813-786.5388)

Daytime Telephone number

GALTHS DEST NATURAL PEST MANY GEMENT COR.P. (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

AFFIDAVIT OF WILLIAM EZZO

I solemnly affirm upon personal knowledge that the following statements are true:

I William Ezzo, Director of Earths First Natural Pest Management Inc. being first and duly sworn state that:

1. The Dissolution for Earths Best Natural Pest Management Inc. filed herein is a permanent dissolution and I, nor the company, have any intention of ever revoking the dissolution.

Signed

(William Ezzo)

Subscribed and affirmed before me this 38th day of December 2002.

Notary Public

My Commission expires:

#CC 820488 55

SECRETARY OF STATE TALLAMASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EARTHS BEST NATURAL PEST MANAGEMNT CORP.

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is **EARTHS BEST NATURAL PEST MANAGEMENT CORP.** and its principal office and mailing address is:



4815 ALCEA STREET NEW PORT RICHEY, FLORIDA 34652

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on January 1, 2002.

SECRETARY STATE SECRETARIASSES FOR 18 02 DEC 31 AM 9: 3

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 10,000 shares of common stock, each with a par value of \$.0001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 133 First Street North, Suite 2, St. Petersburg, Florida 33701 and the initial registered agent of the corporation at such address is Glenn Goldberg.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Glenn Goldberg

133 First Street North, Ste. 2 Saint Petersburg. Florida 33701

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal <u>by-laws</u> of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the <u>by-laws</u> of the corporation. By-laws may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

Indemnification

If the criteria set forth in SS 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by SS 607.0850, as then in effect, or by any successor law thereto

ARTICLE IX

Initial Directors

The number of directors of the corporation shall be fixed by the by-laws of the corporation. The initial board of directors shall consist of one director whose name and addresses are as follows:

WILLIAM EZZO 4815 Alcea Street New Port Richey, Florida 34652

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

Pursuant to the provisions of SS 48.091 and 607.0501, Florida Statutes, Tampa Bay Investment Corp., desiring to organize under the laws of the State of Florida, hereby designates Peter Emanuel, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1511 North West Shore Blvd., Suite 250, Tampa, Florida 33607, the business office of its Registered Agent, as its Registered Office. This corporation shall have the right to change such registered agent from time to time, as provided by law.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated this 1ST day of January, 2003.

GLENN GOLDBERG as Incorporator

ACKNOWLEDGEMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of SS 48.091 and 607.0505, Florida Statutes.

By:

Glenn Goldberg, as Registered Agent