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TRANSMITTAL LETTER

FILED

98 DEC 14 PM 3:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-12/14/98--01075--007
*****78.75 *****78.75

SUBJECT: EarthWise Services 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

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: James P. McGuinness III
Name (Printed or typed)

1635 Manor Road
Address

Englewood, Fl. 34223
City, State & Zip

(941) 474-7421
Daytime Telephone number

P. Hall
DEC 14 1998

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

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

EarthWise Services Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1635 Manor Road
Englewood, FL. 34223

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

James P. McGuinness III
1635 Manor Road
Englewood, Fl 34223

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

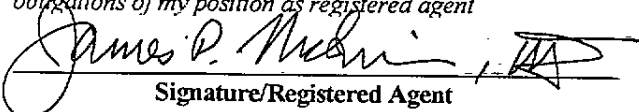
James P. McGuinness III
1635 Manor Road
Englewood, Fl 34223


Signature/Incorporator

12/11/98
Date

(An additional article must be added if an effective date is requested.)

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 and accept the obligations of my position as registered agent


Signature/Registered Agent

12/11/98
Date