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TRANSMITTAL LETTER

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

FILED
99 JUN 28 PM 6:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/28/99--01026--016
*****78.75 *****78.75

SUBJECT: EARTH SYSTEMS ENTERPRISES, INC.
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$78.75 for the filing fee and certificate.

FROM: John W. DeNys
601 S. 1st. Street
Apt. 4 E
Jacksonville Beach, FL 32250
(904) 241-5627

JUN 29 1999

ARTICLES OF INCORPORATION

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: EARTH SYSTEMS ENTERPRISES, INC.

ARTICLE II PRINCIPAL OFFICE

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

601 SOUTH 1ST STREET, APT 4E
JACKSONVILLE BEACH, FL 32250

ARTICLE III SHARES

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

500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

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

JOHN W. DENYS
601 SOUTH 1ST STREET, APT 4E
JACKSONVILLE BEACH, FL 32250

ARTICLE V INCORPORATORS

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

(1) JOHN W. DENYS
601 SOUTH 1ST STREET, APT 4E
JACKSONVILLE BEACH, FL 32250

(2) JON A. DENYS
9407 AMBROSIA DRIVE
MIDDLEBURG, FL 32068

6-23-99

Date

(1.) Signature/Incorporator

John W. Denys

(2.) Jon A. Denys

(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

John W. Denys

Signature/Registered Agent

6-23-99

Date

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