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DATE: 11-12-03

NAME: EARTH FORCE, INC.

TYPE OF FILING: APPLICATION TO TRANSACT BUSINESS

COST: CK#011616 FOR \$70 ATTACHED

RETURN:

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:*

1. Earth Force, Inc.

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Delaware

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. May 19, 1993

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 617.155, F.S.)

7. 1908 Mount Vernon Avenue, 2nd Floor, Alexandria, VA 22301

(Principal office address)

1908 Mount Vernon Avenue, 2nd Floor, Alexandria, VA 22301

(Current mailing address)

8. Community action and problem solving, community and youth development.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

(City)

Florida 32301

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc.

By: _____

Kerry L. Strubin/Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS - attachment E

Chairman: _____

Address: _____ Alexandria, VA 22301

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS - attachment E

President: Vince Meldrum

Address: 1908 Mount Vernon Avenue, 2nd Floor, Alexandria, VA 22301

Vice President: _____

Address: _____

Secretary: Beth Strait

Address: 1908 Mount Vernon Avenue, 2nd Floor, Alexandria, VA 22301

Treasurer: Beth Strait

Address: 1908 Mount Vernon Avenue, 2nd Floor, Alexandria, VA 22301

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Vince Meldrum/ President
(Typed or printed name and capacity of person signing application)

EARTH FORCE

52-1830873

ATTACHMENT E

LIST OF THE OFFICERS AND DIRECTORS

Christine Bates, Director

General Motors
GM Mail Code 483-619-351
1996 Technology Drive
Troy, MI 48083-4243
(248) 680-2856
(248) 680-5123 - Fax
Email: chris.bates@gm.com

Laura Buffardi, Director

Student
200 Water Street #PH-06
New York, NY 10038
(646) 221-4776
Email: lebinnyyc@hotmail.com

Samantha Doan, Director

Student
5654 Oxford Milford Road
Oxford, OH 45056
(513) 523-1566
Email: doansam@hotmail.com

James W. Kohlmoos, Director

National Education Knowledge Industry Association
1718 Connecticut Avenue, NW Suite 700
Washington, DC 20009
(202) 518-0847
Email: kohlmoos@nekia.org

Frederick Leach, Director

980 Bavarian Court
Oshkosh, WI 54901
(920) 233-6351
(920) 420-8747 - Cell
Email: feleach@new.rr.com

The Behrend College

Station Road
Erie, PA 16563-0101
(814) 898-6160
(814) 898-6461 - Fax
Email: rwL2@psu.edu

Jack Lorenz, Director

410 Woodland Terrace
Alexandria, VA 22302
(703) 548-9832
Email: fishjackl@aol.com

James MacGregor, Director

The Abernathy MacGregor Group
501 Madison Avenue, 13th Floor
New York, NY 10022
(212) 371-5999
(212) 593-1845 - Fax
Email: jtm@abmac.com

Vince Meldrum, President

Earth Force, Inc.
1908 Mount Vernon Avenue, 2nd Floor
Alexandria, VA 22301
(703) 519-6864
(703) 299-9485 - Fax
Email: vmeldrum@earthforce.org

Jimmy L. Miller Jr., Director

US Bank
DN-CO-0172
200 University Boulevard
Denver, CO 80206
(303) 320-5153
(303) 322-8716 - Fax
Email: jimmy.miller1@usbank.com

Robert William Light, Director

The Pennsylvania State University at Erie

FILED
03 NOV 12 PM 4:26
FALL ARIZONA, FLORIDA

EARTH FORCE
52-1830873

ATTACHMENT E
LIST OF THE OFFICERS AND DIRECTORS

Jennifer Rivera, Director
Student
12780 51 Court North
Royal Palm Beach, FL 33411
(561) 792-0529
(561) 313-1133 - Cell
Email: JenElisa2001@yahoo.com

Bharat Venkat, Director
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Racine, WI 53408
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Superintendents Office
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Hoyle, Morris, & Kerr LLP
1650 Market St, One Liberty Pl, Ste 4900
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(215) 981-5714
(215) 981-5959 - Fax
Email: jhagele@hoylemk.com

Scott Richardson, Director of R&D
Earth Force, Inc.
1908 Mount Vernon Avenue, 2nd Floor
Alexandria, VA 22301
(703) 519-6873
Email: srichardson@earthforce.org

Beth Strait, Treasurer/Secretary
Earth Force, Inc.
1908 Mount Vernon Avenue, 2nd Floor
Alexandria, VA 22301
(703) 519-6863
Email: bstrait@earthforce.org

Douglas Foy, President - BM Emeritis
Conservation Law Foundation
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(617) 350-4030 - Fax
Email: dfoy@clf.org
Assistant: Julie Roberts-jroberts@clf.org

Larry Rockefeller, Director - BM Emeritis
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40 West 20th Street, 11th Floor
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(212) 675-6481 - Fax

Delaware

PAGE 1

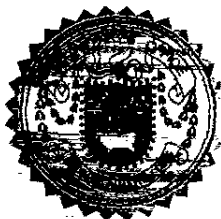
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EARTH FORCE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EARTH FORCE, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF MAY, A.D. 1993.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



2336899 8300

030704603

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2726683

DATE: 11-03-03