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TALLAHASSEE, FLORIDA

D. WHITE OCT 11 2006

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Ecosphere Technologies, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael D. Harris, Esq.

(Name of Person)

Harris Cramer LLP

(Firm/Company)

1555 Palm Beach Lakes Blvd., Suite 310

(Address)

West Palm Beach, FL 33401

(City/State and Zip code)

For further information concerning this matter, please call:

Michael D. Harris, Esq.

(Name of Person)

at (561) 689-4441

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Ecosphere Technologies, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 650841549

(FEI number, if applicable)

4. August 9, 2006

(Date of incorporation)

5. Perpetual

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

6. Not applicable

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3515 S.E. Lionel Terrace, Stuart, FL 34997

(Principal office address)

3515 S.E. Lionel Terrace, Stuart, FL 34997

(Current mailing address)

8. Carry out all lawful business

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

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

Name: Robert Arzonetti

Office Address: 1555 Palm Beach Lakes Blvd., Suite 310

West Palm Beach, Florida 33401

(City) (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.

Ecosphere Technologies, Inc.

By: Robert Arzonetti

(Registered agent's signature)

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 business addresses of officers and/or directors:

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: George Sterner

Address: 2708 Hatmark Street

Vienna, VA 22181

Vice Chairman: _____

Address: _____

Director: Joe M. Allbaugh

Address: 400 North Capital Street, NW, Suite 475

Washington, DC 20001

Director: Michael R. Donn, Sr.

Address: 3515 S.E. Lionel Terrace

Stuart, FL 34997

B. OFFICERS

President: Dennis McGuire

Address: 3515 S.E. Lionel Terrace

Stuart, FL 34997

Vice President: James C. Rushing III

Address: 3515 S.E. Lionel Terrace

Stuart, FL 34997

Secretary: Jacqueline K. McGuire

Address: 3515 S.E. Lionel Terrace, Stuart, FL 34997

Treasurer: James C. Rushing III

Address: 3515 S.E. Lionel Terrace, Stuart, FL 34997

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. James C. Rushing III

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

12A. DIRECTORS (Continued)

Director: Barry I. Hechtman
Address: 8100 SW 81 Drive, #210
Miami, FL 33143

Director: Stephen R. Johnson
Address: 3515 S.E. Lionel Terrace
Stuart, FL 34997

Director: J. Francis Lavelle
Address: % Houlihan, Lokey, Howard & Zukin
245 Park Avenue
New York, NY 10167

Director: James C. Rushing III
Address: 3515 S.E. Lionel Terrace
Stuart, FL 34997

Director: Charles Vinick
Address: 2323 Foothill Lane
Santa Barbara, CA 93105

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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ECOSPHERE TECHNOLOGIES, 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 NINTH DAY OF OCTOBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5099308

DATE: 10-09-06