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LAW OFFICES
BENJAMIN T. SHUMAN

611 N. PINE HILLS ROAD
ORLANDO, FLORIDA
32808

December 27, 1999

100003082781--9
-12/29/99--01042--012
*****78.75 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: GREEN EARTH JOURNAL, INC.

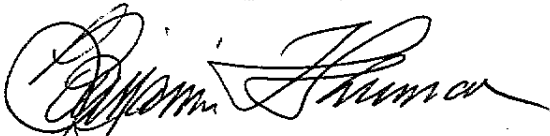
Gentlemen:

I enclose herewith original and copy of Articles of Incorporation for the above-captioned corporation together with my trust account check No. 3035 in the amount of \$78.75 representing payment for the following:

Filing Fee	35.00
Resident Agent Designation (Contained within Articles)	35.00
Certified copy of Charter	8.75

Please furnish me with a certified copy of the Charter. Thank you for your cooperation in this matter.

Very truly yours,



Benjamin T. Shuman
BTS:ls
Enclosures

FILED
2000 JAN 24 AM 9 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell JAN 25 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 7, 2000

BENJAMIN T. SHUMAN, ESQ.
611 N. PINE HILLS ROAD
ORLANDO, FL 32808

SUBJECT: GREEN EARTH JOURNAL, INC.
Ref. Number: W00000000540

We have received your document for GREEN EARTH JOURNAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Angela Howell
Document Specialist

Letter Number: 200A00000878

**ARTICLES OF INCORPORATION
NOT FOR PROFIT**

GREEN EARTH JOURNAL, INC.

ARTICLE I - NAME

The name of this Corporation is:

GREEN EARTH JOURNAL, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on January 24, 2000 as provided in Section 617.0203, Florida Statutes.

ARTICLE III - PURPOSE

Section 1. This Corporation is organized solely and exclusively for charitable, scientific, literary, and educational purposes within the intent and meaning of Section 501(c)(3) of the U. S. Internal Revenue Code.

Section 2. The purposes for which this Corporation is organized, consistent with the purposes allowed by said Section 501(c)(3) are as follows:

a. To publish and distribute with or without charge, articles, essays, books, journals, news letters, and various other forms of publications, authored by the Incorporator, and others, to inform and educate the public about conservation and environmental issues on the national, state and local level.

b. To produce and distribute with or without charge educational materials for use by the public, governmental officials, schools, and institutions of learning, for the purpose of informing and educating the public about environmental and conservation issues.

c. To promote scientific research in the interest of protecting the environment and conserving the natural resources of the state and nation.

d. To cooperate with and contribute funds to, and receive funds from, other associations, corporations, and groups, with purposes within the scope of the purposes of this

Corporation, except that no contribution shall be made except to such organizations as are qualified as exempt under one or more provisions of Section 501 of the U.S. Internal Revenue Code.

e. To accept gifts, public and private grants, and corporate sponsorships; to sell advertising, literature, and commemorative articles to raise funds for the corporation; and to publish articles about individuals and firms contributing financially and otherwise to the accomplishment of the purposes of this corporation.

Section 3. To provide a legal entity to receive, hold, invest, and disburse funds, and to make and enter into contracts for services, products, or obligations; and to buy, sell, lease, rent, mortgage, deal in, convey, or dispose of, real and personal property; and engage in all transactions which are reasonably required to effectively promote, conduct, and administer the purposes of this Corporation.

Section 4. To exercise all powers and privileges conferred upon Corporations Not For Profit by the laws of the State of Florida, including without limitation, those powers set forth in Section 617.0302, Florida Statutes. However, even if authorized by said statute, this Corporation shall have no power to do or perform any act which would result in disqualification of the Corporation to enjoy the exemptions and benefits of Section 501(c)(3), U.S. Internal Revenue Code.

ARTICLE IV - LIMITATIONS

Section 1. It is the intent and purpose of this Corporation to operate and conduct its affairs within the limitations of Section 501(c)(3) of the U.S. Internal Revenue Code and to assure compliance with those provisions the powers of this Corporation are limited in accordance with the provisions herein set forth.

Section 2. This Corporation shall have no power to declare dividends, and no part of the income, profits, or assets of this Corporation shall be distributed to its members, directors, or officers, nor inure to the personal benefit of any of them. However, consistent with the provisions of Section 617.0505, Florida Statutes, reasonable compensation may be paid to officers, members, and others, for services actually rendered to the Corporation, and the Corporation may confer benefits upon members in furtherance of its purposes and in recognition of extraordinary special

personal contributions to such purposes.

Section 3. This Corporation shall not carry on any activity the substantial part of which is carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h)); and further this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 4. The activities of this Corporation are limited exclusively to charitable, scientific, literary, or educational purposes.

Section 5. In the event this Corporation ceases to function as a Corporation or is dissolved, the remaining assets of the Corporation shall be distributed to an organization, which is itself qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code for purposes similar in scope or consistent with the purposes of this Corporation, as determined by the President/Director and the Advisory Board, or the Advisory Board in the event of disability of the President/Director, to be used for purposes within the authorizations allowed for continued qualification under Section 501(c)(3) of the U.S. Internal Revenue Code.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office, which is also the principal office and mailing address of this Corporation, is 116 South Lake Florence Drive, Winter Haven, Florida 33884, and the name of the registered agent of this Corporation at that address is John Perry whose acceptance is hereinafter set forth.

ARTICLE VI - DIRECTORS

The affairs of this Corporation shall be managed by its President and Directors. This Corporation shall have not less than three Directors, all of whom shall be elected or appointed, and serve for the term, as provided in the by-laws. An Advisory Board may be established and its members appointed by the President.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator of this Corporation is:

John Perry
116 South Lake Florence Drive
Winter Haven, Florida, 33884

ARTICLE VIII - MEMBERS

Section 1. Initially this Corporation will have no members, except the Incorporator herein named.

Section 2. The Advisory Board shall be limited members of the Corporation without voting rights, except upon matters specifically delegated to them by this charter or the by-laws.

Section 3. The by-laws of the Corporation initially or by amendment, may provide for life or honorary classes of membership in the Corporation, and the conditions for membership, and privileges for members, of each class.

Section 4. Memberships in this Corporation are not transferrable by any act, deed, or operation of law.

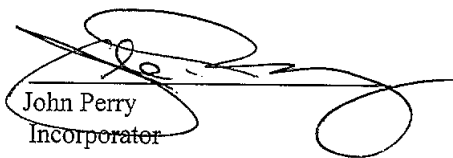
ARTICLE IX - BY-LAWS

The power to adopt by-laws shall be vested initially in the Incorporator of this Corporation. Said by-laws may thereafter be amended by the Directors.

ARTICLE X - AMENDMENT

This Corporation has the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, by act of its Directors but no amendment shall be adopted which would have the effect of disqualifying this Corporation from Section 501(c)(3) exemptions.

IN WITNESS WHEREOF, the undersigned Incorporators has executed these Articles of Incorporation this 18 day of January, 2000.


John Perry
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE POIK

The foregoing instrument was acknowledged before me this 18 day of January, 2000 by John Perry who is personally known to me or who has produced Florida Driver's License No. _____ personally known as identification.

NOTARIAL
SEAL



Notary Public-State of Florida:

Sign Name:

Laura Lynn Lane

Print Name:

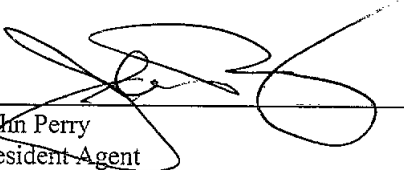
Laura Lynn Lane

My Commission Expires: March 1, 2003

Commission No.: CC 812025

ACCEPTANCE BY RESIDENT AGENT

Having been named resident agent to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of Section 48.091, Florida Statutes, relative to keeping open said office.



John Perry
Resident Agent

FILED
2900 JAN 24 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA