

NO 30000001382

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ARTICLES OF INCORPORATION
OF
EARTH TRACES, INC.

ARTICLE I - NAME

The name of this Corporation shall be EARTH TRACES, INC.

ARTICLE II - PURPOSES

To provide educational services and programs to children, including but not limited to, curriculum development, websites, and hard copy texts using the environment and other topics.

ARTICLE III - POWERS

This Corporation shall have the following powers:

A. All powers necessary or convenient to effect any or all of the purposes for which this Corporation is organized, to include such corporate powers as are granted in Chapter 617, Florida Statutes, and all amendments subsequent thereto.

B. The power to own, possess, buy, sell, mortgage and lease both real and personal property.

C. However, no part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE IV - MEMBERSHIP

Qualifications for membership shall be good moral character and interest in the goals and purposes of the organization. The Corporation shall have members. Members shall file an application for membership and be approved by a majority vote of the Board of Directors.

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ARTICLE V - EXISTENCE

The Corporation shall have perpetual existence, unless dissolved according to the law, provided however, that upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, literary and educational purposes and organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purpose.

ARTICLE VI - INCORPORATORS

The names and residences of the subscribers to these Articles are:

<u>NAME</u>	<u>RESIDENCE</u>
David Cox	1962 - 14th Ave. Vero Beach, FL 32960

ARTICLE VII - OFFICERS

- A. The Officers of this Corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as the By-Laws shall determine. They shall be elected annually in the manner set forth in the By-Laws of this Corporation.
- B. The names of the persons who are to serve as Officers of the Corporation until the first

meeting of the Board of Directors are:

President	David Cox
Vice President	Wendy Alexander
Secretary	Ruth Davies
Treasurer	Jens Tripson

ARTICLE VIII - DIRECTORS

A. The operation and conduct of the business and affairs of this Corporation shall be managed by the Board of Directors, which shall consist of no more than 10 nor less than 3 members of this Corporation, duly elected by the members at the first regular meeting of Corporation, and thereafter the number of Directors and the manner of their election shall be determined in such manner as set forth in the By-Laws of the Corporation.

B. The names and addresses of the persons who shall serve as the Board of Directors until the first annual meeting of the Corporation are:

David Cox	1962 - 14th Ave., Vero Beach, FL 32960
Wendy Alexander	1316 - 15th Ave., Vero Beach, FL 32960
Jens Tripson	2525 - 14th St., Vero Beach, FL 32960
Ruth Davies	497 Lloyd St. Sebastian, FL 32958

ARTICLE IX - BY LAWS

The initial By-Laws of the Corporation shall be adopted by its Board of Directors. Upon proper notice, as provided in the By-Laws of this Corporation, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Corporation present at any regular meeting or any special meeting called for that purpose.

ARTICLE X - AMENDMENT

A. These Article of Incorporation may be amended at a special meeting of the membership called for that purpose by a 67% vote of those present.

B. Amendment may also be made at a regular meeting of the membership, upon notice

given, as provided by the By-Laws, of intention to submit such amendment.

**ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT AND
MAILING ADDRESS AND CORPORATION PRINCIPAL OFFICE**

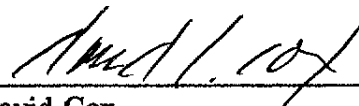
The street address of the initial registered office of this corporation is 1327 N. Central Avenue, Sebastian, Florida 32958, and the name of the initial registered agent of this corporation at that address is Rene' G. VanDeVoorde.

The principal office of the Corporation is 1962 - 14th Ave., Vero Beach, FL 32960, and branch offices may be maintained at such other points in the State of Florida and in the United States of America and in Foreign Countries as may from time to time authorized by the Board of Directors.

ARTICLE XII - NON-PROFIT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of any member of this Corporation.

IN WITNESS WHEREOF, as the undersigned subscribing incorporators have hereunto set our hands and seals, this 12th day of February, 2003, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.




David Cox

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day before me, an officer in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared David Cox to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of February, 2003, by David Cox, who is known to me or who produced His driver license as identification, and who did not take an oath.



Notary Public State of Florida
My Commission expires:



Angela M. Sherbrook
MY COMMISSION # CC987477 EXPIRES
March 3, 2005
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT EARTH TRACES, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF VERO BEACH STATE OF
FLORIDA, HAS NAMED Rene' G. VanDeVoorde
(NAME OF REGISTERED AGENT)

LOCATED AT 1327 N. Central Avenue
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Sebastian, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(CORPORATE OFFICER)

TITLE President

DATE: 2-12-03

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE [Signature]
(RESIDENT AGENT)

DATE: February 12, 2003

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