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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Susan W. Fox*

302 Columbia Drive, Tampa FL 33606  
813-253-3124 (home) 813-273-4212 (office)  
813-390-5301 (cell) SWF@macfar.com

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June 20, 2003

Secretary of State  
Department of State  
R. A. Gray Building  
500 S. Bronough  
Tallahassee, FL  
32399-0250  
Phone: 850-245-6500

Re: Earth Scouts, Inc

Dear Sirs:

Enclosed please find original articles of incorporation for Earth Scouts, Inc. and our check in the amount of \$78.75 to cover the following fees:

|  |          |
|--|----------|
| Filing Fees                                  | \$ 35.00 |
| Registered Agent Designation                 | \$ 35.00 |
| * Certified Copy (optional)                  | \$ 8.75  |
| TOTAL  | \$ 78.75 |
| <i>+ \$5.00 for each page over 8 = 83.75</i> |          |

Please return the certified copy in the envelope provided.

Sincerely,

  
Susan W. Fox

ARTICLES OF INCORPORATION  
OF  
EARTH SCOUTS, INC

FILED  
03 JUN 23 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED INCORPORATOR, A NATURAL PERSON COMPETENT TO FORM A CORPORATION NOT FOR PROFIT PURSUANT TO CHAPTER 617, FLORIDA STATUTES, DOES HEREBY FORM THIS CORPORATION NOT FOR PROFIT UNDER CHAPTER 617, FLORIDA STATUTES, AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE 1. NAME AND LOCATION

THE NAME OF THE CORPORATION IS EARTH SCOUTS, INC. THE PRINCIPAL OFFICES OF THE CORPORATION SHALL BE LOCATED 2109 BAYSHORE BLVD. #804 TAMPA, FLORIDA 33606-3140.

ARTICLE 2. PURPOSES

SECTION A. THE GENERAL PURPOSES OF THE CORPORATION SHALL BE EDUCATIONAL: (I) TO PROVIDE AN OPPORTUNITY FOR YOUTH TO LEARN ABOUT THE EARTH CHARTER, A DECLARATION OF INTERDEPENDENCE (THE "EARTH CHARTER"); (II) TO SPREAD THE MESSAGE OF THE EARTH CHARTER; AND, (III) TO ENGAGE IN ACTIVITIES THAT WILL SERVE AND BENEFIT PARTICIPANTS AND THE PUBLIC THROUGH INSTRUCTION ON SUBJECTS USEFUL TO INDIVIDUALS AND BENEFICIAL TO THE COMMUNITY.

SECTION B. WITHOUT LIMITING THE GENERALITY OF THE PURPOSE SPECIFIED IN SECTION 1 ABOVE, THE SPECIFIC PURPOSES OF THE CORPORATION SHALL BE TO INVOLVE YOUTH IN EARNING BADGES IN 16 TOPIC AREAS THAT EXPLAIN OR EXEMPLIFY PRINCIPLES OF THE EARTH CHARTER AND OTHER SCOUTING TYPE ACTIVITIES, AND TO ENGAGE IN ANY ACTIVITY THAT PROMOTES OR FURTHERS THE EARTH CHARTER'S PRINCIPLES, AS PRESENTLY

STATED OR AS THEY MAY BE AMENDED AND  
RESTATE IN THE FUTURE. THESE PRINCIPLES, AS  
PRESENTLY STATED, ARE:

## **I. RESPECT AND CARE FOR THE COMMUNITY OF LIFE**

### **1. Respect Earth and life in all its diversity.**

*Recognize that all beings are interdependent and every form of life has value regardless of its worth to human beings.*

*Affirm faith in the inherent dignity of all human beings and in the intellectual, artistic, ethical, and spiritual potential of humanity.*

### **2. Care for the community of life with understanding, compassion, and love.**

*Accept that with the right to own, manage, and use natural resources comes the duty to prevent environmental harm and to protect the rights of people.*

*Affirm that with increased freedom, knowledge, and power comes increased responsibility to promote the common good.*

### **3. Build democratic societies that are just, participatory, sustainable, and peaceful.**

*Ensure that communities at all levels guarantee human rights and fundamental freedoms and provide everyone an opportunity to realize his or her full potential.*

*Promote social and economic justice, enabling all to achieve a secure and meaningful livelihood that is ecologically responsible.*

### **4. Secure Earth's bounty and beauty for present and future generations.**

*Recognize that the freedom of action of each generation is qualified by the needs of future generations.*

*Transmit to future generations values, traditions, and institutions that support the long-term flourishing of Earth's human and ecological communities.*

In order to fulfill these four broad commitments, it is necessary to:

## **II. ECOLOGICAL INTEGRITY**

### **5. Protect and restore the integrity of Earth's ecological systems, with special concern for biological diversity and the natural processes that sustain life.**

*Adopt at all levels sustainable development plans and regulations that make environmental conservation and rehabilitation integral to all development initiatives.*

*Establish and safeguard viable nature and biosphere reserves, including wild lands and marine areas, to protect Earth's life support systems, maintain biodiversity, and preserve our natural heritage.*

*Promote the recovery of endangered species and ecosystems.*

*Control and eradicate non-native or genetically modified organisms harmful to native species and the environment, and prevent introduction of such harmful organisms.*

*Manage the use of renewable resources such as water, soil, forest products, and marine life in ways that do not exceed rates of regeneration and that protect the health of ecosystems.*

*Manage the extraction and use of nonrenewable resources such as minerals and fossil fuels in ways that minimize depletion and cause no serious environmental damage.*

**6. Prevent harm as the best method of environmental protection and, when knowledge is limited, apply a precautionary approach.**

*Take action to avoid the possibility of serious or irreversible environmental harm even when scientific knowledge is incomplete or inconclusive.*

*Place the burden of proof on those who argue that a proposed activity will not cause significant harm, and make the responsible parties liable for environmental harm.*

*Ensure that decision making addresses the cumulative, long-term, indirect, long distance, and global consequences of human activities.*

*Prevent pollution of any part of the environment and allow no buildup of radioactive, toxic, or other hazardous substances.*

*Avoid military activities damaging to the environment.*

**7. Adopt patterns of production, consumption, and reproduction that safeguard Earth's regenerative capacities, human rights, and community well-being.**

*Reduce, reuse, and recycle the materials used in production and consumption systems, and ensure that residual waste can be assimilated by ecological systems.*

*Act with restraint and efficiency when using energy, and rely increasingly on renewable energy sources such as solar and wind.*

*Promote the development, adoption, and equitable transfer of environmentally sound technologies.*

*Internalize the full environmental and social costs of goods and services in the selling price, and enable consumers to identify products that meet the highest social and environmental standards.*

*Ensure universal access to health care that fosters reproductive health and responsible reproduction.*

*Adopt lifestyles that emphasize the quality of life and material sufficiency in a finite world.*

**8. Advance the study of ecological sustainability and promote the open exchange and wide application of the knowledge acquired.**

*Support international scientific and technical cooperation on sustainability, with special attention to the needs of developing nations.*

*Recognize and preserve the traditional knowledge and spiritual wisdom in all cultures that contribute to environmental protection and human well-being.*

*Ensure that information of vital importance to human health and environmental protection, including genetic information, remains available in the public domain.*

**III. SOCIAL AND ECONOMIC JUSTICE**

**9. Eradicate poverty as an ethical, social, and environmental imperative.**

*Guarantee the right to potable water, clean air, food security, uncontaminated soil, shelter, and safe sanitation, allocating the national and international resources required.*

*Empower every human being with the education and resources to secure a sustainable livelihood, and provide social security and safety nets for those who are unable to support themselves.*

*Recognize the ignored, protect the vulnerable, serve those who suffer, and enable them to develop their capacities and to pursue their aspirations.*

**10. Ensure that economic activities and institutions at all levels promote human development in an equitable and sustainable manner.**

*Promote the equitable distribution of wealth within nations and among nations.*

*Enhance the intellectual, financial, technical, and social resources of developing nations, and relieve them of onerous international debt.*

*Ensure that all trade supports sustainable resource use, environmental protection, and progressive labor standards.*

*Require multinational corporations and international financial organizations to act transparently in the public good, and hold them accountable for the consequences of their activities.*

**11. Affirm gender equality and equity as prerequisites to sustainable development and ensure universal access to education, health care, and economic opportunity.**

*Secure the human rights of women and girls and end all violence against them.*

*Promote the active participation of women in all aspects of economic, political, civil, social, and cultural life as full and equal partners, decision makers, leaders, and beneficiaries.*

*Strengthen families and ensure the safety and loving nurture of all family members.*

**12. Uphold the right of all, without discrimination, to a natural and social environment supportive of human dignity, bodily health, and spiritual well-being, with special attention to the rights of indigenous peoples and minorities.**

*Eliminate discrimination in all its forms, such as that based on race, color, sex, sexual orientation, religion, language, and national, ethnic or social origin.*

*Affirm the right of indigenous peoples to their spirituality, knowledge, lands and resources and to their related practice of sustainable livelihoods.*

*Honor and support the young people of our communities, enabling them to fulfill their essential role in creating sustainable societies.*

*Protect and restore outstanding places of cultural and spiritual significance.*

**IV. DEMOCRACY, NONVIOLENCE, AND PEACE**

**13. Strengthen democratic institutions at all levels, and provide transparency and accountability in governance, inclusive participation in decision making, and access to justice.**

*Uphold the right of everyone to receive clear and timely information on environmental matters and all development plans and activities which are likely to affect them or in which they have an interest.*

*Support local, regional and global civil society, and promote the meaningful participation of all interested individuals and organizations in decision making.*

*Protect the rights to freedom of opinion, expression, peaceful assembly, association, and dissent.*

*Institute effective and efficient access to administrative and independent judicial procedures, including remedies and redress for environmental harm and the threat of such harm.*

*Eliminate corruption in all public and private institutions.*

*Strengthen local communities, enabling them to care for their environments, and assign environmental responsibilities to the levels of government where they can be carried out most effectively.*

**14. Integrate into formal education and lifelong learning the knowledge, values, and skills needed for a sustainable way of life.**

*Provide all, especially children and youth, with educational opportunities that empower them to contribute actively to sustainable development.*

*Promote the contribution of the arts and humanities as well as the sciences in sustainability education.*

*Enhance the role of the mass media in raising awareness of ecological and social challenges.*

*Recognize the importance of moral and spiritual education for sustainable living.*

**15. Treat all living beings with respect and consideration.**

*Prevent cruelty to animals kept in human societies and protect them from suffering.*

*Protect wild animals from methods of hunting, trapping, and fishing that cause extreme, prolonged, or avoidable suffering.*

*Avoid or eliminate to the full extent possible the taking or destruction of non-targeted species.*

**16. Promote a culture of tolerance, nonviolence, and peace.**

*Encourage and support mutual understanding, solidarity, and cooperation among all peoples and within and among nations.*

*Implement comprehensive strategies to prevent violent conflict and use collaborative problem solving to manage and resolve environmental conflicts and other disputes.*

*Demilitarize national security systems to the level of a non-provocative defense posture, and convert military resources to peaceful purposes, including ecological restoration.*

*Eliminate nuclear, biological, and toxic weapons and other weapons of mass destruction.*

*Ensure that the use of orbital and outer space supports environmental protection and peace.*

*Recognize that peace is the wholeness created by right relationships with oneself, other persons, other cultures, other life, Earth, and the larger whole of which all are a part.*

**ARTICLE 3.      POWERS**

**SECTION A.**      EXCEPT AS LIMITED BY THESE ARTICLES OR ITS BYLAWS, THE CORPORATION SHALL HAVE AND EXERCISE ALL RIGHTS AND POWERS IN FURTHERANCE OF ITS PURPOSES AS ARE NOW OR MAY HEREAFTER BE CONFERRED ON NOT FOR PROFIT CORPORATIONS UNDER THE LAWS OF THE STATE OF FLORIDA.

**SECTION B.**      WITHOUT LIMITING THE GENERALITY OF THE POWERS SPECIFIED IN SECTION 1 ABOVE, THE



SPECIFIC POWERS OF THE CORPORATION SHALL  
BE:

- I. TO ACQUIRE, BY PURCHASE, LEASE OR OTHERWISE, AND HOLD TITLE TO SUCH REAL PROPERTY, INCLUDING IMPROVEMENTS THEREON, AND ANY PERSONAL PROPERTY AS MAY BE BENEFICIAL TO THE FULFILLMENT OF THE CHARITABLE AND EDUCATIONAL PURPOSES THE CORPORATION;
- II. TO ENGAGE IN ANY ACTIVITIES DESIGNED TO PROVIDE SUPPORT TO THE EARTH CHARTER AND RELATED FIELDS OF STUDY OR IN FURTHERANCE OF THE PURPOSES OF THE CORPORATION;
- III. TO BORROW FUNDS IN ORDER TO EXPAND, ENHANCE, SUPPORT OR MAINTAIN THE ACTIVITIES OF THE CORPORATION;
- IV. TO MANAGE AND OPERATE ANY OF ITS ASSETS IN RECOGNITION AND ATTAINMENT OF THE FOREGOING OBJECTIVES; AND
- V. TO UTILIZE ITS INCOME IN FURTHERANCE OF THE FOREGOING OBJECTIVES.

ARTICLE 4.      LIMITATIONS ON ACTIVITIES

SECTION A.      NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ANY DIRECTOR OR OFFICER OF THE CORPORATION OR ANY OTHER PRIVATE INDIVIDUAL, EXCEPT THAT REASONABLE COMPENSATION MAY BE PAID FOR SERVICES RENDERED TO OR FOR THE CORPORATION AFFECTING ONE OR MORE OF ITS PURPOSES. NO DIRECTOR OR 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; PROVIDED, HOWEVER, THE CORPORATION MAY CONFER BENEFITS IN THE FORM OF DISTRIBUTIONS, IN DISSOLUTION OR

OTHERWISE, UPON A NOT FOR PROFIT ENTITY DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE 'CODE'). NO PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE IN ANY POLITICAL CAMPAIGN (INCLUDING THE PUBLICATION OR DISTRIBUTION OF STATEMENTS) ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

SECTION B. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION, THE CORPORATION SHALL NOT CONDUCT OR CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CONDUCTED OR CARRIED ON (I) BY AN ORGANIZATION EXEMPT FROM TAXATION UNDER SECTION 501(C)(3) OF THE CODE, OR (II) BY AN ORGANIZATION CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE.

SECTION 3. DURING ANY PERIOD THE CORPORATION IS A PRIVATE FOUNDATION WITHIN THE MEANING OF SECTION 509 OF THE CODE AND IS NOT AN OPERATING FOUNDATION AS DEFINED IN SECTION 4942(J)(3) OF THE CODE:

A) THE CORPORATION SHALL DISTRIBUTE SUFFICIENT INCOME AT SUCH TIME AND IN SUCH MANNER AS TO AVOID LIABILITY FOR THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE.

B) THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941 OF THE CODE WHICH WOULD GIVE RISE TO ANY LIABILITY FOR THE TAX IMPOSED BY SECTION 4941 OF THE CODE;

C) THE CORPORATION SHALL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943 WHICH WOULD GIVE RISE TO ANY LIABILITY FOR TAX IMPOSED BY SECTION 4943 OF THE CODE.

D) THE CORPORATION SHALL NOT MAKE ANY INVESTMENT WHICH WOULD JEOPARDIZE THE CARRYING OUT OF ITS EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 4944 OF THE CODE SO AS TO GIVE RISE TO ANY LIABILITY FOR THE TAX IMPOSED BY SECTION 4944 OF THE CODE.

E) THE CORPORATION SHALL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945 OF THE CODE WHICH WOULD GIVE RISE TO ANY LIABILITY FOR THE TAX IMPOSED BY SECTION 4945 OF THE CODE.

ARTICLE 5.      TERM OF EXISTENCE

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE 6.      INCORPORATOR

THE INCORPORATOR OF THIS CORPORATION IS JAN ROBERTS, 2109 BAYSHORE BLVD. 804 TAMPA, FLORIDA 33606-3140.

ARTICLE 7.      MEMBERSHIP

SECTION A.      THE CORPORATION SHALL NOT HAVE VOTING MEMBERS.

ARTICLE 8.      BOARD OF DIRECTORS

SECTION A.      THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS, WHOSE MEMBERS ARE REFERRED TO HEREIN AS DIRECTORS. THE DIRECTORS OF THE CORPORATION SHALL BE THE SUCH BOARD MEMBERS OF THE INSTITUTE FOR ETHICS AND MEANING WHO ACCEPT DESIGNATION AS A DIRECTOR, OR SUCH LESSER NUMBER WHO SO ACCEPT, TOGETHER WITH ANY OTHER PERSONS ELECTED BY SUCH DIRECTORS TO SERVE AS DIRECTORS.

SECTION B. THE NAMES AND ADDRESSES OF THE PERSONS WHO SHALL SERVE AS THE DIRECTORS OF THE CORPORATION AS OF THE DATE OF THE ADOPTION OF THESE ARTICLES OF INCORPORATION ARE:

| <u>NAME</u>                        | <u>ADDRESS</u>                                       |
|------------------------------------|--|
| JAN ROBERTS                        | 2109 BAYSHORE BLVD. 804 TAMPA,<br>FLORIDA 33606-3140 |
| MEL HOOVER<br>CHARLESTON, WV 25301 | 1313 LEE ST. EAST UNIT 111;                          |
| STEVE SMITH                        | 2100 L STREET, NW 42; WASHINGTON<br>DC 20037         |

SECTION C. THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE NOT LESS THAN ONE (1) NOR MORE THAN SEVEN (7).

SECTION D. DIRECTORS SHALL BE REMOVED AND HOLD OFFICE AS PROVIDED IN THE BYLAWS.

ARTICLE 2. OFFICERS

SECTION A. THE OFFICERS OF THE CORPORATION SHALL INCLUDE A PRESIDENT, AN EXECUTIVE VICE-PRESIDENT, A SECRETARY AND A TREASURER. THE CORPORATION MAY HAVE ADDITIONAL OFFICERS, ASSISTANT OFFICERS AND AGENTS, INCLUDING WITHOUT LIMITATION ONE OR MORE SENIOR, ASSISTANT OR OTHER VICE-PRESIDENTS, AN ASSISTANT SECRETARY AND AN ASSISTANT TREASURER.

SECTION B. THE NAMES OF THE PERSONS WHO SHALL SERVE AS THE OFFICERS OF THE CORPORATION AS OF THE DATE OF THE ADOPTION OF THESE ARTICLES OF INCORPORATION ARE:

| <u>NAME</u> | <u>OFFICE</u>       |
|-------------|---------------------|
| JAN ROBERTS | PRESIDENT           |
| MEL HOOVER  | VICE PRESIDENT      |
| STEVE SMITH | SECRETARY/TREASURER |

SECTION C. THE OFFICERS SHALL BE ELECTED, REMOVED AND HOLD OFFICE AS PROVIDED IN THE BYLAWS.

SECTION D. THE OFFICERS SHALL HAVE SUCH POWERS AND RESPONSIBILITIES AS ARE PROVIDED BY THE BYLAWS.

ARTICLE 10. REGISTERED OFFICE AND AGENT

SECTION A. THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION, AND ITS MAILING ADDRESS, SHALL BE: 2624 5<sup>TH</sup> AVENUE N., ST. PETERSBURG, FL 33713.

SECTION B. THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION LOCATED AT THE ADDRESS OF THE REGISTERED OFFICE IS BROWER ROBERTS.

ARTICLE 11. CONDUCT OF AFFAIRS

THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE CONDUCTED IN A MANNER CONSISTENT WITH AND THE PROVISIONS OF THE ARTICLES OF INCORPORATION AND THESE BYLAWS.

ARTICLE 12. BYLAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS FOR THE CORPORATION SHALL BE VESTED ONLY IN THE DIRECTORS, AS MORE SPECIFICALLY PROVIDED IN THE BYLAWS.

ARTICLE 13. AMENDMENTS

THE POWER TO ALTER, AMEND OR REPEAL THESE ARTICLES OF INCORPORATION SHALL BE VESTED ONLY IN THE DIRECTORS, AS MORE SPECIFICALLY PROVIDED IN THE BYLAWS OF THE CORPORATION.

ARTICLE 14. DISSOLUTION

UPON THE DISSOLUTION OF THE CORPORATION, THE DIRECTORS OF THE CORPORATION SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL OF THE ASSETS OF THE CORPORATION, WITHIN THEIR SOLE DISCRETION, TO INSTITUTIONS WHOSE PURPOSES ARE MOST CONSISTENT WITH THE EARTH CHARTER, BUT ONLY TO ORGANIZATION(S) EXEMPT FROM TAXATION UNDER SECTION 501(C)(3) OF THE CODE AT THE TIME OF SUCH DISPOSITION; OR IF NO SUCH ORGANIZATIONS EXIST, THEN TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS OR SCIENTIFIC PURPOSES WHICH, AT THE TIME OF SUCH DISPOSITION, QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE CODE, AS THE DIRECTORS OF THE CORPORATION SHALL DETERMINE. ANY ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION EXCLUSIVELY FOR SUCH PURPOSES, OR TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES, AS SAID COURT SHALL DETERMINE.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION ON BEHALF OF THE CORPORATION THIS 16<sup>TH</sup> DAY OF APRIL, 2003.

  
\_\_\_\_\_  
JAN ROBERTS  
AS INCORPORATOR

CERTIFICATE OF DESIGNATION -  
REGISTERED AGENT/REGISTERED OFFICE

FILED

03 JUN 23 AM 8:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

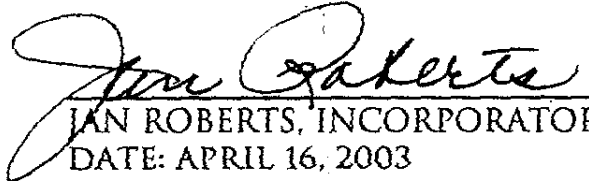
PURSUANT TO THE REQUIREMENTS OF THE LAWS OF FLORIDA, THE  
EARTH SCOUTS, INC. HEREBY DESIGNATES ITS REGISTERED AGENT AND  
REGISTERED OFFICE:

NAME OF CORPORATION: EARTH SCOUTS, INC.


NAME AND ADDRESS OF REGISTERED AGENT:

BROWER ROBERTS  
2624 5<sup>TH</sup> AVENUE N.  
ST. PETERSBURG, FL 33713

REGISTERED OFFICE OF CORPORATION: 2624 5<sup>TH</sup> AVENUE N., ST.  
PETERSBURG, FL 33713

  
IAN ROBERTS, INCORPORATOR  
DATE: APRIL 16, 2003

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.

  
NAME: BROWER ROBERTS  
DATE: APRIL 16, 2003