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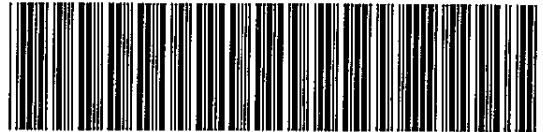
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11/21/03

Joseph A. Rosier
ATTORNEY AND COUNSELOR AT LAW
SUPREME COURT CERTIFIED MEDIATOR

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November 12, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Conserve All Ways, Inc.

To whom it concerns:

Enclosed please find one original and one copy of the Articles of Incorporation for Conserve All Ways, Inc., a non-profit Florida corporation. A check in the amount of \$78.75 is also enclosed for covering the filing and registered agent designation fees.

Please return the certified copy to my office.

Thank you for your assistance in this matter.

Best regards,

Joseph A. Rosier

JAR:jg
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CONSERVE ALL WAYS, INC**

BY THESE ARTICLES OF INCORPORATION the incorporators form a corporation under Florida law.

ARTICLE 1: NAME

The name of the corporation is: CONSERVE ALL WAYS, INC.

ARTICLE 2: TERM

The corporation shall have perpetual existence.

ARTICLE 3: PURPOSE

The purposes for which the corporation is organized are as follows:

a. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

b. To provide educational and instructional services regarding natural resources.

b. To operate exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

c. This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, Directors, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the board of Directors shall dispose of all of the assets of the corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be

disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located, exclusively for such purposes or to the organization that the court determines which are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ARTICLE 4: POWERS

The corporation shall have the following powers:

All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles.

To enter into, make, establish and enforce, bylaws, and contracts to carry out the purposes of the corporation.

To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

To hold funds for the exclusive benefit of the Members of the corporation as set forth in these Articles and as provided in the Bylaws.

To purchase insurance for the protection of the corporation, its officers, Directors and Members, and such other parties as the corporation may determine to be in the best interest of the corporation.

To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the corporation and/or to contract with others for the performance of such obligations, services and/or duties.

ARTICLE 5: PRINCIPAL OFFICE

The corporation's principal office and mailing address is 1562 Tropic Park Drive, Sanford, FL 32773.

ARTICLE 6: MEMBERSHIP AND VOTING RIGHTS

Members. The qualifications for and manner of admission of members shall be regulated by the bylaws.

Directors. The bylaws shall regulate the manner in which the directors are elected or appointed.

Annual Meeting. The bylaws shall provide for an annual meeting of the Members of the corporation and may make provision for special meeting of the Members.

ARTICLE 7: DIRECTORS

The corporation shall have not less than three (3) Directors. The number of Directors may be changed by amendment of the By-Laws of the corporation, but shall never be less than three (3).

The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Michael Barr, 1562 Tropic Park Drive, Sanford, FL 32773.

W. Steven Edmonds, Jr. 1562 Tropic Park Drive, Sanford, FL 32773.

William Clifford, 1562 Tropic Park Drive, Sanford, FL 32773.

ARTICLE 8: INCORPORATOR

The name of the incorporator is:

Michael Barr, 1562 Tropic Park Drive, Sanford, FL 32773.

ARTICLE 9: BYLAWS

The bylaws of the corporation shall be adopted by the board of Directors. They may be altered, amended or rescinded in the manner provided in the bylaws.

ARTICLE 10: AMENDMENT OF ARTICLES

These Articles of Incorporation may be altered, amended or rescinded in the manner provided in the bylaws.

ARTICLE 11: INITIAL NAME AND OFFICE ADDRESS OF REGISTERED AGENT

The initial registered agent and the initial registered office of the corporation shall be Michael Barr, 1562 Tropic Park Drive, Sanford, FL 32773.

IN WITNESS WHEREOF the incorporator has signed these Articles.

DATED on the 11 day of November, 2003.


Michael Barr

CONSENT OF REGISTERED AGENT

Having been named as resident agent and to accept service of process for this corporation at the office designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Statute relative to keeping said office open.


Michael Barr

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