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Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

October 6, 1997

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

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-11/10/97--01077--016
****122.50 ****122.50

RE: Earth's Millennium, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$122.50 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

ARTICLES OF INCORPORATION

OF

EARTH'S MILLENNIUM, INC.

A Florida Corporation Not For Profit

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

ARTICLE I

The name of the corporation shall be EARTH'S MILLENNIUM, INC. (the "Corporation"). Said corporation is organized exclusively for charitable, educational and scientific purposes including for such purposes the making of distributions to organizations under section 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE II

The street address of the initial principal office of the Corporation shall be 1615 6th Street, Vero Beach, FL 32962.

ARTICLE III

The purpose for which the Corporation is organized is to promote a healthy and diverse Earth for the next 1,000 years and beyond through education, research, planning and management.

The Corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations not for profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c) (3) purposes. No substantial 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

The initial directors and officers shall be as hereinafter designated:

Camille W. Sewell
2303 Oak Drive
Fort Pierce, FL 34949

Director
President, and
Secretary

Katrina J. Taylor
1615 6th Street
Vero Beach, FL 32962

Director,
Vice President and
Treasurer

Mark Taylor
1615 6th Street
Vero Beach, FL 32962

Director

The succeeding officers and directors of the Corporation shall be elected in accordance with terms and conditions set forth in the bylaws for the Corporation.

ARTICLE V

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented. Notwithstanding any other provision of these articles the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE VI

The corporation shall be perpetual, its corporate existence commencing upon dissolution of EARTH'S MILLENNIUM, Inc., a Florida for profit corporation. Upon the dissolution of this non-profit corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

ARTICLE VII

The street address of the initial registered office of the Corporation is 1221 Brickell Avenue, Suite 900, Miami, FL 33131, and the initial registered agent of the Corporation at that address is Florida Incorporators, Inc.

ARTICLE VIII

The name and address of the incorporator for the Corporation is Mark Hankins, 701 Brickell Key Blvd., Suite 604, Miami, FL 33131.

ARTICLE IX

The mailing address of the Corporation is 1615 6th Street, Vero Beach, FL 32962.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of November, 1997.


Mark Hankins, President

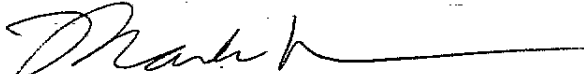
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1 . The name of the Corporation is EARTH'S MILLENNIUM, INC.
2. The name and address of the registered agent is: Florida Incorporators, Inc., 1221 Brickell Avenue, Suite 900, Miami, FL 33131

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.

FLORIDA INCORPORATORS, INC.

By: 
Mark Hankins, President

Dated: 11/7/97