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ROBERT BETZ
3401 LANNIE ROAD
JACKSONVILLE, FLORIDA 32218

(904) 924-0304

February 1, 2000

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

Dear Secretary of State:

Enclosed herewith please find my check in the Amount of \$78.75 and Articles of Incorporation for Earth Holdings, Inc. Please send a certified copy to 3401 Lannie Road, Jacksonville, Florida 32218.

Thanking you in advance, I am

Sincerely

Robert Betz
Robert Betz

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EFFECTIVE DATE
2-1-00

FILED
00 FEB - 3 AM 7:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EARTH HOLDINGS, INC.**

The undersigned subscriber to these articles of incorporation adopts these articles to form a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607, and other laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is *EARTH HOLDINGS, INC.*

ARTICLE II

Principal Office

The principal office and mailing address of this corporation are
3401 Lannie Road
Jacksonville, Florida 32218.

ARTICLE III

Purpose

The general nature of the business to be transacted by the corporation is:

Any activity or business permitted under the laws of the State of Florida and the United States of America, including, but not limited to, the following:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owners of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pensions, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock option to officers, employees, directors and others as the board of directors may deem be in the interest of the corporation.

To have and exercise all the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes in not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE IV

Term of Existence

The corporation shall have perpetual existence effective February 1, 2000

ARTICLE V

Capital Stock

The capital stock of the corporation shall be Ten Thousand (10,000) Shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

Registered Agent

The address of the initial registered office of this corporation is 3401 Lannie Road Jacksonville, Florida 32218. The name of the initial registered agent at that address is Robert Betz.

ARTICLE VII

Board of Directors

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one to two members.

The names and post office addresses of the members of the first Board of Directors of this corporation are:

ROBERT BETZ
3401 Lannie Road
Jacksonville, Florida 32218

JULIE BETZ
3401 Lannie Road
Jacksonville, Florida 32218

ARTICLE VIII

Subscriber

The name and address of the person signing these articles of incorporation as subscriber is Robert Betz, whose address is 3401 Lannie Road, Jacksonville, Florida 32218.

ARTICLE IX

Amendment

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed executed these articles of incorporation on the 1st day of February 2000.


ROBERT BETZ

STATE OF FLORIDA
COUNTY OF DUVAL

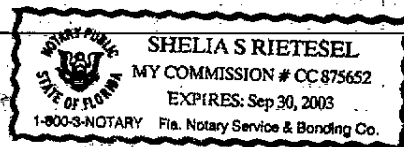
The foregoing Articles of Incorporation of EARTH HOLDINGS, INC. was acknowledged before me this 1st day of February 2000, by ROBERT BETZ, who is personally known to me and who did take an oath.

(SEAL)



Signature of Notary Public

Printed Name



ACCEPTANCE BY REGISTERED AGENT:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Robert Betz (SEAL)
ROBERT BETZ

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this _____ day of February, 2000

Robert Betz (SEAL)
ROBERT BETZ

STATE OF FLORIDA }
COUNTY OF DUVAL }

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared ROBERT BETZ, to me known to be the person described as the Subscriber in, Registered Agent of, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation and accepted the duties and responsibilities as Registered Agent for said corporation.

WITNESS my hand and official seal in the County and State named above this _____ day of February, 2000.

Shelia S. Rietesel
Notary Public, State of Florida

My commission expires:

