MARY E. VAN WINKLE, P.A.
Attorneys at Law
3844 Bee Ridge Road, Suite 202
Sarasota, Florida 34233

Tel: (941) 923-1685 Fax: (941) 923-0174

November 15, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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Re: GREEN EARTH PROJECT, INC.

Dear Sir/Madam:

Enclosed you will find the original and one copy of the Articles of Incorporatoin for the above-referenced corporation. Also enclosed is our check in the amount of \$70.00 made payable to the Secretary of State to cover the filing fee. Once the Articles have been filed, please return the conformed copy to our office in the enclosed self-addressed, stamped envelope.

Should you have any questions or comments, please do not hesitate to contact our office.

Thank you for your assistance in this matter.

Sincerely,

Dina M. Volack

Legal Secretary

/dmv

Enclosures

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ARTICLES OF INCORPORATION OF GREEN EARTH PROJECT, INC.

ARTICLE I - NAME

The name of this Corporation is: GREEN EARTH PROJECT, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 3844 Bee Ridge Road, Suite 202, Sarasota, Florida 34233 and the initial registered agents of this Corporation at such office shall be LAURIE B. SAMS who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Stockholders, but in no case shall the number of directors be less than one (1) nor more than four. The names and addresses of the directors constituting the initial Board of Directors are:

MICHAEL D. WADE

5368 Colony Meadows Lane

Sarasota, FL 34233

SHARON A. BONANNO

5368 Colony Meadows Lane

Sarasota, FL 34233

ARTICLE VII - MAILING and CORPORATE ADDRESS

The principal address for the corporation is: 6609 Markridge Place, Sarasota, FL 34231

The mailing address for the corporation is: 3412 Clark Road, PMB# 113, Sarasota, FL 34231

ARTICLE VIII - INCORPORATOR

The name and address of the persons signing these Articles of Incorporation are:

MICHAEL D. WADE 5368 Colony Meadows Lane Sarasota, FL 34233

MICHAEL D. WADE, Incorporator

State of Florida County of Sarasota

My Commission Expires:

LAURIE B. SAMS

MY COMMISSION # CC 766475

EXPIRES: 08/11/2002

L-800-3-NOTARY Fla Notary Services & Bonding Co.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GREEN EARTH PROJECT, INC., at the place designated in the Articles of Incorporation, LAURIE B. SAMS agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: ///4/00

LAURIE B. SAMS