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Florida Department of State

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FLORIDA PROFIT CORPORATION OR P.A.

EARTHFIRST WASTE TO ENERGY, INCORPORATED

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF**

EARTHFIRST WASTE TO ENERGY, INCORPORATED

ARTICLE I - NAME

The name of this Corporation is **EARTHFIRST WASTE TO ENERGY, INCORPORATED.**

ARTICLE II - NATURE OF BUSINESS

This Corporation is organized primarily to facilitate a solid waste conversion process and to engage in or transact any or all other lawful business permitted under the laws of the State of Florida or any other State and of the United States.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 10,000,000 (ten million) shares of Common Stock having a par value of \$0.001 (one, one-thousandth dollar) per share which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors of this Corporation.

This Corporation is authorized to issue 10,000,000 (ten million) shares of Preferred Stock having a par value of \$1.00 (one dollar) per share which shares shall be and hereby are designated as "Preferred Shares." Without action by the shareholders, any or all of the authorized Preferred Shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors of this Corporation.

Each of the Common Shares shall have one vote on all matters coming before any meeting of the Shareholders or otherwise to be acted upon by Shareholders. No holder of any shares or shares of any class of capital stock of the Corporation shall have any preemptive right to subscribe for any shares of capital stock of any class of the Corporation now or hereafter authorized or for any security convertible into or carrying any optional rights to purchase or

subscribe for any shares of capital stock of any class of the Corporation now or hereafter authorized.

No provision of these Articles of Incorporation shall be deemed to deny to the Board of Directors the right, in its sole discretion, to grant to the holder of shares of any class of capital stock or any other securities of the Corporation now or hereafter authorized, at such prices and upon such other terms and conditions as the Board of Directors, in its sole discretion, may fix.

Dividends respecting any shares of the Corporation's capital stock shall be payable only out of earnings or assets of the Corporation legally available for the payment of such dividends and only as and when declared by the Board of Directors.

ARTICLE IV- TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of this Corporation in the State of Florida is 13100 Belcher Road South, Largo, Florida 33773. The name of the Initial Registered Agent of this Corporation at that address is Peter Rivellini, Esq. at the law offices of Johnson, Blakley, Pope, 911 Chestnut Street, Clearwater, FL 33756.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall initially have one (1) director. The number of Directors may be increased from time to time as permitted according to the By Laws of this Corporation but in no event shall the number of Directors be reduced below one (1). The names and addresses of the Director of this Corporation is:

Board of Directors

Name and Address

Chairman of the Board of Directors

Leon H. Touns
EarthFirst Waste to Energy, Incorporated
13100 Belcher Road South
Largo, Florida 33773

ARTICLE VII - INCORPORATORS

The name and address of the incorporator of this Corporation is:

Name

Address

Leon Toups, Executive Vice President

EarthFirst Technologies, Incorporated
13100 Belcher Road South
Largo, Florida 33773

ARTICLE VIII - BY LAWS

The Board of Directors may repeal, amend or adopt By Laws for the Corporation pursuant to law and these Articles.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - SUBSCRIPTION

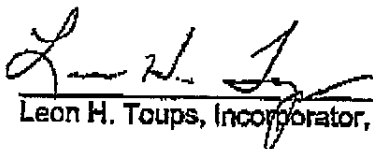
As of and by the execution of these Articles of Incorporation by the Incorporators, in consideration of the filing of and the premises and covenants contained in these Articles of Incorporation, the Incorporator hereby subscribes to purchase 100 (one-hundred) shares of Common Stock at par value for an aggregate purchase price of \$0.10, the full payment of which is herein acknowledged, . Said Common Shares shall be issued as specified below:

Incorporator

Number of Shares

EarthFirst Technologies, Incorporated 100 (one-hundred) Common Shares

IN WITNESS WHEREOF, the undersigned incorporator, being natural persons competent to contract, have hereunto set their hand and affixed their seal this 26th day of February, 2001.



Leon H. Toups, Incorporator, Chairman of the Board of Directors

(Seal)

**CERTIFICATE OF ACCEPTANCE
OF
DESIGNATION OF REGISTERED AGENT
OF**

EARTHFIRST WASTE TO ENERGY, INCORPORATED

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon EarthFirst Waste to Energy, Incorporated, a Corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at the law offices of Johnson, Blakley, Pope, 911 Chestnut Street, Clearwater, FL 33756.

IN WITNESS WHEREOF, I, such designed Registered Agent, have hereunto set my hand and seal at Clearwater, Pinellas County, Florida on this ___ day of February, 2001.



Peter Rivellini, Esq.
Registered Agent

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