



PD1000053629

Florida Incorporators, Inc.

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

5,16,01

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

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-05/23/01--01063--004
*****78.75 *****78.75

RE: Earth Matters, 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 \$78.75 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

01 MAY 23 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PS
5/31/01

FILED

01 MAY 23 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Incorporation
OF
EARTH MATTERS, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Earth Matters, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is TWO (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

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01 MAY 23 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Phil Wells
2222 S.W. 51st Street
Cape Coral, FL 33914

Dan Gualemi
9623 Eaton Garden Ln. #20
Fort Myers, FL 33919

SEVENTH: The name and address of the incorporator is:

PHIL WELLS
2222 S.W. 51ST STREET
CAPE CORAL, FL 33914

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

PHIL WELLS
2222 S.W. 51ST STREET
CAPE CORAL, FL 33914

NINTH: The mailing address and principal office of the corporation is:

EARTH MATTERS, INC.
2222 S.W. 51ST STREET
CAPE CORAL, FL 33914

DATED: May 12, 2001



PHIL WELLS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

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



PHIL WELLS