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LAW OFFICES  
OUGHTERSON, SUNDHEIM, & WOODS, P.A.

310 SW OCEAN BOULEVARD  
STUART, FLORIDA 34994-2007

PHONE: (561) 287-0660 FAX: (561) 287-0422 E-MAIL: oswpa@bellsouth.net

FREDERICK G. SUNDHEIM, JR.  
WALTER G. WOODS\*

WM. A. OUGHTERSON  
OF COUNSEL

\*BOARD CERTIFIED REAL ESTATE LAWYER

SANDRA L. SUNDHEIM-STRAUSBAUGH

December 12, 2001

Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

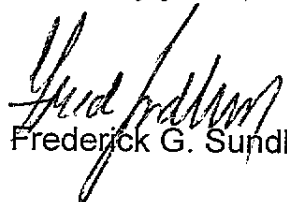
RE: Earth Angels Society, Inc.

Dear Sirs:

I have enclosed a check in the amount of \$78.75 to cover your filing fee and obtaining a certified copy of the enclosed Articles of Incorporation for the above corporation.

Once the Articles have been filed, please return the copy to my office marked as filed.

Sincerely yours,

  
Frederick G. Sundheim, Jr.

FGS:sn  
Encls.  
M-120B  
cc: Lucile R. McCartney

FILED  
01 DEC 17 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DEC 18 2001

**ARTICLES OF INCORPORATION  
OF  
EARTH ANGELS SOCIETY, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be EARTH ANGELS SOCIETY, INC.

**ARTICLE II. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III. NATURE OF BUSINESS**

The general nature of the businesses to be transacted by this corporation are to own and hold real estate and any other lawful business.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock without nominal or par value. One share having a nominal or par value of One (\$1.00) dollars per share.

**ARTICLE V. PRINCIPAL AND REGISTERED OFFICE**

The street address of the principal office of this corporation in the State of Florida is 45 West Highpoint Rd., Stuart, Florida 34996. The street address of the initial registered office of this corporation in the State of Florida is 45 West Highpoint Rd., Stuart, Martin County, Florida. The name of the initial registered agent at such address is Lucile R. McCartney.

ARTICLE VI  
MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders of the corporation. There will be no directors.

ARTICLE VII. INCORPORATORS

The names and street addresses of the subscribers of these Articles of Incorporation are:

Name	Address	Office
Lucile R. McCartney	45 West Highpoint Rd. Stuart, FL 34996	P/VP/S/T

ARTICLE VIII. BY-LAWS

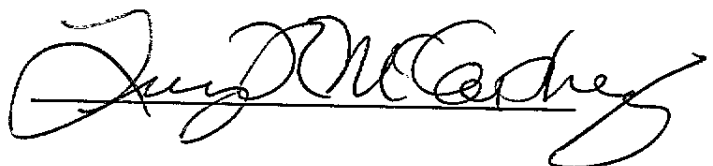
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved (by the board of directors, proposed by them to the shareholders and approved) at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS

Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.

A handwritten signature in black ink, appearing to read "Lucile R. McCartney", with a horizontal line drawn underneath the signature.

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 12 day of December, 2001, by LUCILE R. McCARTNEY, who is ✓ personally known to me or who has produced as identification \_\_\_\_\_.

  
Signature of Notary Public



\_\_\_\_\_  
Print, type or stamp commissioned  
name of Notary Public

I, LUCILE R. McCARTNEY, having been designated to act as Registered Agent, hereby consent to act in that capacity until removed or my resignation is submitted.

  
LUCILE R. McCARTNEY

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA