

BETSY BENSON, ESQ.

ATTORNEY AT LAW

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PHONE: 954. 831-8641

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May 24, 2002

Secretary of State

Division of Corporations

Post Office Box 6327

Tallahassee, Florida 32314

RE: Articles of Incorporation for: **ONE PLANET EARTH, INC.**, an S Corporation

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced entity. Please also find attached checks in the amounts of \$87.50 for filing and return of certified copy and certificate of status (for filing of registered agent).

Please return a certified copy to me as addressed above at your earliest convenience.

Thank you in advance for your time and attention to this matter.

Regards,


Betsy Benson

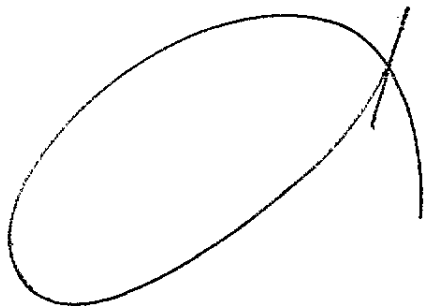
Attorney for **One Planet Earth, Inc.**

Enclosures

cc: Bruce D'Arcy

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
ONE PLANET EARTH, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporations Act, and section 1362(a) of the Internal Revenue Code (entitled "S" corporation) hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of this Corporation shall be One Planet Earth, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and the mailing address of this Corporation shall be
2468 North West 6th Avenue, Fort Lauderdale, FL 33311

ARTICLE V: SPECIFIC PURPOSE

The specific purpose of the corporation is to do lawful business.

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any time is (100) one hundred shares.

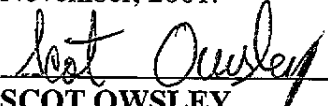
ARTICLE V: INITIAL REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent is Scot Owsley, 2468 North West 6th Avenue, Fort Lauderdale, FL 33311.

ARTICLE VI: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Betsy Benson, Esq. 201 South East 6th Street, Third Floor, Fort Lauderdale, FL 33301 (Phone:
954.831.8641).

The undersigned has executed these **Articles of Incorporation** this 2nd day of
November, 2001.



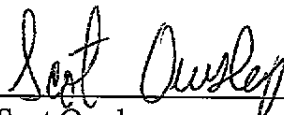
SCOT OWSLEY
REGISTERED AGENT
PRESIDENT,
ONE PLANET EARTH, INC.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.


1. The name of the corporation is: One Planet Earth, Inc.
2. The name and address of the registered agent and office is: Scot Owsley, 2468 North West 6th Avenue, Fort Lauderdale, FL 33311.

SIGNATURE 
Scot Owsley

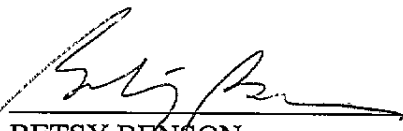
TITLE: President, One Planet Earth, Inc.

DATE: May 24, 2002

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SCOT OWSLEY
President, One Planet Earth, Inc.

May 24, 2002


BETSY BENSON
Incorporator

May 24, 2002

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