

September 2, 2002

Department of State
Division of Corporations
409 E. Gains St.
Tallahassee, FL 32399

800008133628--3
-10/01/02--01062--002
*****70.00 *****70.00

SUBJECT: Incorporation / UNITED EROSION CONTROL, INC.

Enclosed please find an original and one copy of the Articles of Incorporation for the above mentioned corporation. We desire the additional copy of the articles to be date stamped and returned to us. Accordingly, the amount of \$70.00 is enclosed for the following fees:

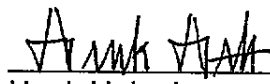
Corporate Fees	\$35.00
Registered Agent Designation Fee	<u>35.00</u> \$70.00

Thank you in advance for your attention to this matter.

Very Truly Yours,

UNITED EROSION CONTROL, INC.

By:


Hank Hale, Incorporator
512 Lakeshore Drive
Maitland, FL 32751

FILED
02 OCT -1 PM 12:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

enclosure: Original Set of Articles
One Copy of Articles
Payment of \$70.00



FILED
02 OCT -1 PM 12:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

UNITED EROSION CONTROL, INC.

The undersigned incorporator being a person competent to contract, subscribes to these Articles of Incorporation to form a corporation under the Florida Business Corporation Act, hereby, adopts the following Articles of Incorporation.

ARTICLES I - NAME

The name of the corporation shall be:

UNITED EROSION CONTROL, INC.

ARTICLES II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

512 Lakeshore Drive
Maitland, FL 32751

ARTICLES III - CAPITAL STOCK

The number of no par value shares of stock that this corporation is authorized to have outstanding at any one time is:

Seventy-Five Hundred (7,500)
of Common Stock

The stockholders shall be the sole judges of the value of any property, right, or thing acquired in exchange for shares of stock and their judgment of such value shall be conclusive.

The shares of capital stock of the corporation shall be issued and transferred (other than by operation of law or court decree) only to individuals who are authorized to practice real estate in the State of Florida. No transferee of shares of capital stock of the corporation by operation of law or court decree may vote such shares for any purpose whatsoever except as permitted by the Laws of the State of Florida.

ARTICLES IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Hank Hale
512 Lakeshore Drive
Maitland, FL 32751

ARTICLES V - INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

Hank Hale
512 Lakeshore Drive
Maitland, FL 32751

ARTICLE VI - INITIAL DIRECTOR AND ORGANIZATIONAL MEETING

- A. Initially, this corporation shall have ONE director, Hank Hale, whose address is 512 Lakeshore Drive, Maitland, FL 32751, who shall hold the organization meeting of this corporation.
- B. Nothing in these articles shall be construed to preclude any stockholder from serving the corporation in any other capacity or receiving compensation therefor.

ARTICLE VII - BUSINESS AND ACTIVITIES

This corporation may, and is authorized to, engage in any of the following activities:

- A. **OWN AND TRANSFER REAL AND PERSONAL PROPERTY:** Purchase, receive, own, hold, improve, and use real or personal property, or any interest in real or personal property wherever situated, and sell, convey, lease, exchange, transfer, mortgage, or pledge, any of Corporation's real property and other assets, or any interest in Corporation's real property and other assets.
- B. **ACQUIRE GOING BUSINESSES:** Acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good will of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of the State of Florida; pay for the same in cash operating or capital funds, property or corporation's own or other securities; hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, assume or guaranty performance of any liabilities, obligations or contracts of such persons, firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.

- C. BORROW MONEY AND ISSUE INSTRUMENTS OF INDEBTEDNESS: Borrow money without limit as to amount and at such rates of interest as Corporation may determine; from time to time issue and sell Corporation's notes, bonds, debentures, and other obligations, in amounts, on terms and conditions, for purposes and for prices, now or hereafter permitted by the laws of the State of Florida and by this certificate of incorporation, as the Board of Directors of Corporation may determine; and to secure any of its obligations by mortgage, pledge, or other encumbrance of all or any of its property, franchises and income.
- D. MAKE CONTRACTS OF GUARANTY AND SURETY SHIP: Make contracts of guaranty and surety ship of all kinds and indorse or guarantee the payment of principal, interest or dividends upon, and guaranty the performance of sinking fund or other obligations of, any securities, and guaranty in any way permitted by law the performance of any of the contracts or other undertakings in which Corporation may otherwise be or become interested, of any persons, firm, association, trust, corporation, government or agency or instrumentality thereof, or of any other combination, organization or entity.
- E. ISSUE NEGOTIABLE INSTRUMENTS: Draw, make, accept, indorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidence of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.
- F. CONDUCT BUSINESS ANYWHERE IN THE WORLD: Promote and exercise all or any part of the Corporation's purposes and powers in any and all parts of the world, and conduct Corporation's business in all or any of its branches as principal, agent, trustee, broker, factor, contractor, and in any other lawful capacity, either alone or through or in conjunction with any corporations, associations, limited liability companies, partnerships, firms, trusts, syndicates, individuals, organizations, and other entities in any part of the world, and, in conducting Corporation's business and promoting any of its purposes, maintain offices, branches and agencies in any part of the world, make and perform any contracts and do any acts and things, and carry on any business, and exercise any powers and privileges suitable, convenient, or proper for the conduct, promotion, and attainment of any of the business and purposes herein specified or which at any time may be incidental thereto or may appear conducive to or expedient for the accomplishment of any of such business and purposes and which might be engaged in or carried on by a corporation incorporated or organized under the laws of the State of Florida and have and exercise all of the powers conferred by the laws of the State of Florida upon corporations incorporated or organized under the laws of that state.
- G. LEND MONEY: Lend money in furtherance of Corporation's purposes and invest and reinvest Corporation's funds from time to time to such extent, to such persons, firms, associations, corporations, governments or agencies or instrumentalities thereof, and

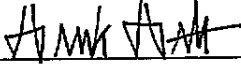
on such terms and on such security, if any, as the Board of Directors of Corporation may determine.

- H. AUTHORIZED TRUST POWERS: This corporation shall have all the ordinary and necessary powers to act as TRUSTEE for any trust. The Trustee powers authorized herein shall be the fullest and shall include, but not be limited to, all of the following: Take title to property in Trust anywhere in the world and to take and hold title to personal or real property for the beneficiaries of the entire beneficial interest with full power to assign or to deal with all of the rights and interest of the beneficial interest. To contract for or in the name of the Trust to receive notice of claims or actions against the Trust, to release, encumber, or pledge any interest in the Trust property and to manage, improve, divide, sale and/or control Trust property. Trustee powers shall also include the right to receive the proceeds, profits and avails from rentals, mortgages, sales or other dispositions or exchanges, and as Trustee to do all things necessary as a fiduciary and/or agent.
- I. ENUMERATION OF PURPOSES AND POWERS NOT LIMITING: The provisions of this Article shall be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of Corporation, and the purposes and powers specified, except when otherwise provided in this Article, shall not be limited or restricted by reference to, or interference from, the terms of any provision of this or any other Article of this certificate of incorporation; provided that Corporation shall not conduct any business, promote any purpose, or exercise any power or privilege within or without the State of Florida which, under its laws, Corporation may not lawfully conduct, promote, or exercise.

ARTICLE VIII - TERM OF EXISTENCE

The effective date upon which this corporation shall come into existence is upon filing with the Secretary of State, State of Florida, and it shall exist perpetually thereafter unless dissolved according to law.

These Articles of Incorporation have been undersigned on 9/24/02.



Hank Hale / Incorporator

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:

NAME: UNITED EROSION CONTROL, INC.

2. The name and address of the registered agent and registered office is:

NAME: Hank Hale

ADDRESS: 512 Lakeshore Drive
(P.O. BOX IS NOT ACCEPTABLE)

CITY/STATE/ZIP: Maitland, FL 32751

SIGNATURE: 
Hank Hale

TITLE: Incorporator

DATE: 9/24/02

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.

SIGNATURE: 
Hank Hale

DATE: 9/24/02

FILED
02 OCT - 1 PM 12:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA