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TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FLORIDA PROFIT CORPORATION OR P.A.

EARTH'S OFFERINGS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

EARTH'S OFFERINGS, INC.

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TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

Article I.
Name

The name of this Corporation is **Earth's Offerings, Inc.**

Article II.
Principal Office

The principal office and mailing address of this Corporation is 1650 North 42nd Circle, #306, Vero Beach, FL 32967.

Article III.
Capital Stock

The total number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of \$.01 per share.

Article IV.
Preemptive Rights

Each shareholder of this Corporation shall have a preemptive right.

BlumbergExcelsior Corporate Services, Inc.
62 White Street, NYC 10013
(212)431-5000

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Article V.
Initial Director

The name and street address of the initial director is:

Anand Grace
1650 North 42nd Circle, #306
Vero Beach, FL 32967

Article V.
Initial Registered Agent

The name and street address of the initial registered agent is:

Eric Granitur
535 Greytwig Road, Suite 5
Vero Beach, FL 32963

Article VI.
Incorporator

The name and street address of the Incorporator is:

Eric Granitur
535 Greytwig Road, Suite 5
Vero Beach, FL 32963

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has
executed these Articles of Incorporation this 14th day of February, 2003.



Eric Granitur,
as Incorporator

BlumbergExcelsior Corporate Services, Inc.
62 White Street, NYC 10013
(212)431-5000

BLUMB CORP SVCS

Fax:2124311441

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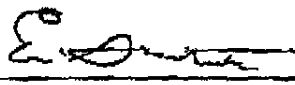
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**CERTIFICATE ACCEPTING DESIGNATION AS
REGISTERED AGENT**

The undersigned, having been appointed registered agent of Earth's Offerings, Inc. hereby accepts such designation and affirms that it is familiar with and accepts the obligations of such position pursuant to Florida Statute section 607.0505.

2/14/03
Date


Eric Granitur,
as registered agent

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