

206 000 054179

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000100002 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From:
Account Name : HARRIS, CRAMER LLP
Account Number : I19990000234
Phone : (561) 478-7077
Fax Number : (561) 659-0701

FILED
APR 14 2006
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

ECOSPHERE SYSTEMS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$70.00 |

Electronic Filing Menu

Corporate Filing Menu

Help

J. Shivers APR 17 2006

**ARTICLES OF INCORPORATION
OF
ECOSPHERE SYSTEMS, INC.**

Article I - Name

The name of this corporation is Ecosphere Systems, Inc. (the "Company").

Article II - Principal Address

The principal address of the Company is 3515 S.E. Lionel Terrace, Stuart, Florida 34997.

Article III - Duration

The Company shall exist perpetually, unless sooner dissolved according to law.

Article IV - Purpose

The Company is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

The total number of shares which the Company has authority to issue is 1,000 shares of common stock, \$.001 par value per share ("Common Stock").

Article VI - Registered Office and Agent

The street address of the registered office of the Company is 1555 Palm Beach Lakes Boulevard, Suite 310, West Palm Beach, Florida 33401, and the name of the registered agent at that address is Harris Cramer LLP.

Article VII - Board of Directors

The Company's initial Board of Directors shall consist of Michael R. Donn, Sr. and his address is 3515 S.E. Lionel Terrace, Stuart, Florida 34997.

Article VIII - Incorporator

The name of the initial incorporator of the Company is Robert Arzonetti and his address is 1555 Palm Beach Lakes Boulevard, Suite 310, West Palm Beach, Florida 33401.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders.

H06000100002 3

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Company shall indemnify its officers and directors and former officers and directors (the "Indemnitee(s)") against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Company. Notwithstanding the indemnification provided for by this Article X, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee(s) relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed to a shareholders' derivative action) against the Indemnitee(s), whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

Article XI - Amendment

The Company reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of the 13th day of April, 2006.


Robert Arzonetti, Incorporator

H06000100002 3

Apr. 13. 2006 4:03PM

No. 3477 P. 4/4

H06000100002 3

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as Registered Agent of Ecosphere Systems, Inc. contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

HARRIS CRAMER LLP

By: Daryl Cramer & Associates, P.A.,
Its Partner

Dated: April 13, 2006

By: 
Daryl B. Cramer, Its President,
Registered Agent

G:\UltraStrip\Corporate Documents\Articles for Ecosphere Systems Inc..doc

FILED
06 APR 14 AM 10:42
TALLAHASSEE, FLORIDA

H06000100002 3