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FLORIDA PROFIT/NON PROFIT CORPORATION

Ecosphere Energy Solutions, Inc.

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ARTICLES OF INCORPORATION
OF
ECOSPHERE ENERGY SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

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

Article II - Principal Address

The principal address of the Company is:

3515 S.E. Lionel Terrace
Stuart, FL 34997

Article III - Commencement

The Company shall commence on the date of execution and acknowledgement of these Articles.

Article IV - Duration

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

Article V - Purpose

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

Article VI - Capital Stock

The maximum number of shares of capital stock which the Company is authorized to issue is 100 shares of common stock, no par value.

Article VII - Initial Registered Office and Agent

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

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Article VIII - Initial Board of Directors

The Company shall have a Board of Directors (the "Board") consisting of between one and three directors. The exact number shall be established from time to time by the resolution of the Board and may be either increased or diminished from time to time as provided in the bylaws.

Article IX - Incorporator

The name and address of the person signing these articles is:

Michael D. Harris
1555 Palm Beach Lakes Boulevard
Suite 310
West Palm Beach, FL 33401-2327

Article X - Bylaws

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

Article XI - 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 XI, 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.

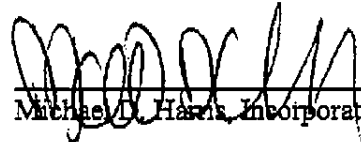
Article XII - Amendment

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.

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



Michael D. Harris, Incorporator


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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as Registered Agent of Ecosphere Energy Solutions, 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.

Dated: November 13, 2006



Michael D. Harris,
Registered Agent

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