Electronic Articles of Incorporation For

P07000031225 FILED March 09, 2007 Sec. Of State bmcknight

PRO EARTHWORKS INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PRO EARTHWORKS INC.

Article II

The principal place of business address:

6180 BABCOCK ST. SE SUITE # 02-00D14 PALM BAY, FL. US 32909

The mailing address of the corporation is:

565 BREAKWATER TERRACE SEBASTIAN, FL. US 32958

Article III

The purpose for which this corporation is organized is: ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is: 500

Article V

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

JAMES C JOHNSON 565 BREAKWATER TERRACE SEBASTIAN, FL. 32958 I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JAMES JOHNSON

Article VI

The name and address of the incorporator is:

JAMES JOHNSON 565 BREAKWATER TERRACE

SEBASTIAN, FL 32958

Incorporator Signature: JAMES JOHNSON

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P JAMES C JOHNSON 565 BREAKWATER TERRACE SEBASTIAN, FL. 32958 US

Article VIII

The effective date for this corporation shall be:

03/09/2007