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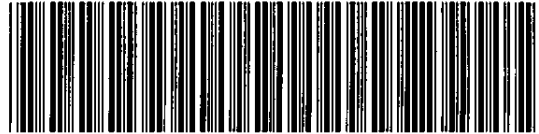
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
1/31

RICHARD C. KEENE, ATTORNEY, P.A.

RICHARD CLINTON KEENE
1122 Third Street (Suite 6)
Neptune Beach, Florida 32266

Admitted in Florida (No. 0793957) and Maryland
(A Florida Civil Law Notary)

Phone: (904) 247-1600; Fax (904) 247-1696

January 24, 2008

Secretary of State, State of Florida
Corporate Registration Division
409 E. Gaines Street
Tallahassee, FL 32399

RE: **Simple Green Systems, Inc.**

Ladies and Gentlemen:

Enclosed you will find two (2) copies of the Articles of Incorporation of Simple Green Systems, Inc., a Florida for-Profit Corporation, proffered for filing, along with my check in the amount of \$78.75, for Filing Fee, Registered Agent Fee, and Certified Copy of the Articles.

Please file the Original of the enclosure, and return to me the Certified Copy. A self-addressed stamped envelope is also provided.

In advance, thank you for your prompt attention to this matter.

Very truly yours,



Richard Clinton Keene

RCK/mek

Encl: Noted

cc: Carlton W. Winter
1765 Debutante Dr.
Jacksonville, FL 32246

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We/I, the undersigned, as proper person(s) acting as Incorporators of a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

FIRST

The **name** of the corporation is: **Simple Green Systems, Inc.**

SECOND

The period of its **duration** is: **Perpetual**

THIRD

The **purpose(s)** of the Corporation is/are: (a) to engage in general business; (b) to engage in the development, sales, marketing and installation of environmentally friendly and energy conservative systems for home heating, cooling, lighting and protection and security; (c) for retail/consumer or wholesale/contract services; and (d) any other functions, purposes or abilities allowed by Florida Corporation law.

FOURTH

The aggregate number of **authorized shares** of Voting Common Stock is: One Thousand (1,000), Par Value of \$1.00 Each.

FIFTH

The Corporation will not commence business until at least One Thousand (\$1,000.00) dollars have been **subscribed or received** by it as consideration for the issuance of shares.

SIXTH

(A) **Cumulative voting** of shares of stock may be authorized or allowed, by By-laws or Resolution.

(B) Provisions limiting or denying to shareholders the **Pre-emptive right** to acquire additional or treasury shares of the Corporation are:

The shares of the Corporation shall be **restricted**, such that they may initially be sold to or acquired by only other existing shareholders of the Corporation; thereafter, upon refusal to buy or acquire by each existing shareholder, the shares may be sold or offered for sale upon general market conditions.

SEVENTH

Provisions for regulating the internal affairs of the Corporation shall be governed by the **By-laws**, adopted even date herewith; Provided, however, that as a Subchapter S corporation, all affairs of the Corporation may be handled informally, by vote(s) of the Shareholder(s) at any meeting; and notice of such meetings shall be waived if there are less than ten (10) shareholders or if authorized in writing in advance.

EIGHTH

The address of the initial **Registered Office** of the Corporation is: 1122 Third Street (Suite 6), Neptune Beach, FL 32266, and the name of its initial **Registered Agent** at such address is: Richard Clinton Keene, Attorney, who, by executing these Articles, acknowledges notice of such appointment and acceptance thereof in accordance with Florida Statutes 607.0501.

NINTH

Address of the **Principal Office** and place of business is: 1765 Debutante Dr., Jacksonville, FL 32246.

TENTH

(A) The number of **Directors** constituting the initial Board of directors of the Corporation shall be no less than One (1) but no more than five (5), and the name(s) and address(es) of the person(s) who is/are to serve as initial director(s) until the first annual meeting of shareholders or until their successors are elected and shall qualify, are:

Name	Address
Carlton W. ("Bill") Winter	1765 Debutante Dr. Jacksonville, FL 32246
Thomas F. Brett	10627 Causey Lane Jacksonville, FL 32225

(B) The business of the Corporation may be conducted and managed by the Shareholder(s) without a Board of Directors, upon Resolution.

ELEVENTH

The authorized **Officers** shall be: President, Vice-president(s), Secretary, Treasurer; and the offices of any two or more may be combined except that of President and Treasurer.

Initial Officer(s) shall be:

President: Carlton W. ("Bill") Winter

Treasurer/Secretary: Thomas F. Brett

Vice-president(s): T.B.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TWELFTH

The name and address of each Incorporator(s) is/are:

Name

Address

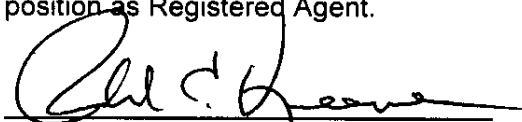
Signed: 
Print Name: Carlton W. ("Bill") Winter

1765 Debutante Dr.
Jacksonville, FL 32246

Date: January 24th, 2008

ACCEPTANCE OF RESIDENT AGENT

Having been named as Registered Agent, 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.


Richard Clinton Keene

FBN: 0793957
1122 Third Street (Suite 6)
Neptune Beach, FL 32266
Registered Agent

Date JAN 24 2008