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DIVISION OF CORPORATION

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Ecosphere Renewable Energy Corp.**

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**ARTICLES OF INCORPORATION  
OF  
ECOSPHERE RENEWABLE ENERGY CORP.**

**Article I - Name**

The name of this corporation is Ecosphere Renewable Energy Corp. (the "Company").

**Article II - Principal Address**

The principal address of the Company is:

3515 S.E. Lionel Terrace  
Stuart, Florida 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 1,000 shares of common stock, \$0.001 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 Daryl B. Cramer.

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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 decreased from time to time as provided in the bylaws.

**Article IX - Incorporator**

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

Daryl B. Cramer  
c/o Harris Cramer LLP  
1555 Palm Beach Lakes Blvd., Suite 310  
West Palm Beach, Florida 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 - Restrictions**


The Company, the shareholders of the Company and each of their affiliates including officers, directors and managers shall be subject to the following restrictions unless all of the shareholders have agreed in writing:

1. No shareholder of the Company shall transfer any shares of capital stock of the Company, except to a subsidiary or an affiliate.
2. The Company shall not sell any of its products or services to Ecosphere Technologies, Inc., or any of its subsidiaries or affiliates.
3. The Company shall not sell its assets, enter into a merger or consolidation, or enter into any similar transaction outside of the ordinary course, except if the consideration to be received by the Company equals or exceeds \$5,250,000.

**Article XIII - 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; provided, however, Article XII may not be amended without the consent of all of the shareholders of the Company.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of July, 2008.

  
\_\_\_\_\_  
Daryl B. Cramer, Incorporator

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as Registered Agent of Ecosphere Renewable Energy Corp. 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: July 28, 2008

  
\_\_\_\_\_  
Daryl B. Cramer,  
Registered Agent

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