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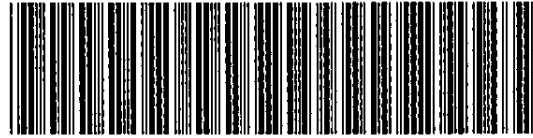
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
5/3/12

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**ALISA W. JAMES, P.A.**  
**ATTORNEY & COUNSELOR AT LAW**

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109 Harrison Avenue  
Panama City, FL 32401

Telephone: (850) 215-0095  
Facsimile: (850) 215-5177

April 30, 2012

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

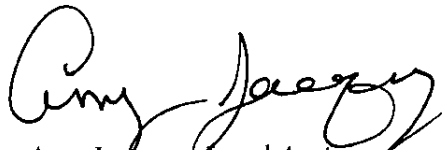
Re: TERRA-WORX, INC.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with a check for \$78.75 which includes the \$70.00 filing fee and the \$8.75 certification fee. Please file the original Articles, certify the copy, and return the certified copy to our office in the enclosed self-addressed stamped envelope.

If you have any questions or need additional information, please call me.

Sincerely,



Amy Jacquay, Legal Assistant to:  
Alisa W. James, Esq.

/aj

Enclosures: As stated

ARTICLES OF INCORPORATION

OF

TERRA-WORX, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE I.

Name

The name of the corporation is: TERRA-WORX, INC.

ARTICLE II.

Principal Office

The street address of the initial principal office of the corporation is 1508 Elma Ruth Drive, Panama City, Florida 32409, and the mailing address is P.O. Box 8128, Panama City, Florida 32409.

ARTICLE III.

Corporate Duration

The duration of the corporation is perpetual.

ARTICLE IV.

Purpose or Purposes

The general purposes for which the corporation is organized are:

1. To conduct and operate a commercial landscaping business.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE V.**  
**Capitalization**

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Cent (\$0.01) per share.

**ARTICLE VI**  
**Preemptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares they hold at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting them to exercise their preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE VII.**  
**Registered Office and Agent**

The street address of the initial registered office of the corporation is 1508 Elma Ruth Drive, Panama City, Florida 32409, and the mailing address is P.O. Box 8128, Panama City, Florida 32409, and the name of its initial registered agent at such address is WILLIAM CHRISTOPHER HOWERTON.

**ARTICLE VIII.**  
**Directors**

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
William Christopher Howerton	1508 Elma Ruth Drive Panama City, FL 32409

ARTICLE IX.  
Incorporators

The name and address of the incorporators are:

Name

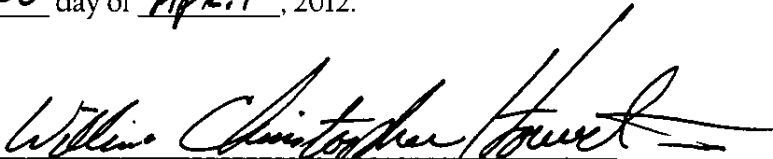
Address

William Christopher Howerton

1508 Elma Ruth Drive  
Panama City, FL 32409

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TALLAHASSEE, FLORIDA

Executed by the undersigned on this 30 day of April, 2012.

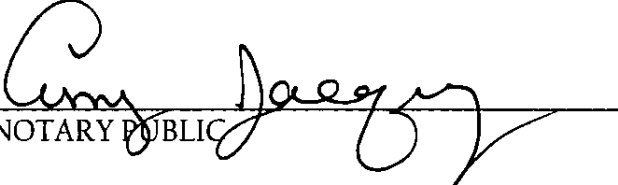
  
WILLIAM CHRISTOPHER HOWERTON

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this 30 day of April, 2012, personally appeared, WILLIAM CHRISTOPHER HOWERTON, to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced FL DL as identification.

WITNESS my hand and official seal the date aforesaid.



  
NOTARY PUBLIC

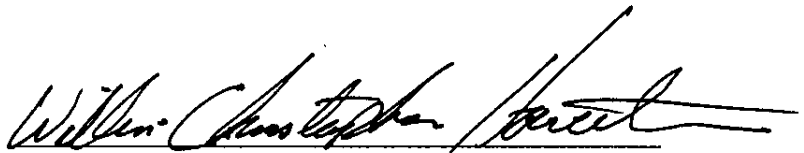
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TERRA-WORX, INC.
2. The name and address of the registered agent and office is:

WILLIAM CHRISTOPHER HOWERTON  
1508 Elma Ruth Drive  
Panama City, FL 32409

Having been named as registered agent and 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.

  
WILLIAM CHRISTOPHER HOWERTON,  
Registered Agent

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