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Division of Corporations  
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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
1011 MARKET STREET, SUITE 100  
TALLAHASSEE, FLORIDA 32301

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Market Earth, Inc.**

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December 17, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

HENDERSON, FRANKLIN, STARNES & HOLT, P.A.

SUBJECT: MARKET EARTH, INC  
REF: W14000074961

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is F13000000349 - MARKET EARTH, INC..

If you have any further questions concerning your document, please call (850) 245-6052.

Maryanne Dickey  
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14 DEC 19 AM 4:16  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Fax Audit No.: H140002813033

**MARKET EARTH, INC.**  
**2224 First Street**  
**Fort Myers, Florida 33901**

Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

**Re: Market Earth, Inc. Merger and Consent to Use of Name by Market Earth, Inc., a Florida Profit Corporation**

Dear Sir or Madame:

Market Earth, Inc., an Illinois corporation qualified to transact business in Florida ("Market"), Document Number F13000000349, intends to withdraw its authority to transact business in Florida in order to form a Florida Profit Corporation under the name *Market Earth, Inc.*, for the purpose of transferring the state of organization of Market from Illinois to Florida as a tax-free reorganization under Section 386(a)(1)(F) of the Internal Revenue Code of 1986, as amended, (the "Code"). This change in the state of organization will be effectuated by statutory merger of Market into a Florida corporation to be incorporated under the name *Market Earth, Inc.*

Please accept this letter as written consent for the use of the name *Market Earth, Inc.* and allow the Articles of Incorporation for Market Earth, Inc. to be accepted by the Florida Department of State's Office upon filing.

Sincerely,

***Market Earth, Inc.***

  
Karen B. Allegretti  
President

FAX AUDIT NO.: H140002813033

**ARTICLES OF INCORPORATION**  
**OF**  
**MARKET EARTH, INC.**

FILED  
14 DEC 19 AM 11:35  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE 1**

**NAME AND ADDRESS**

The name of this corporation shall be MARKET EARTH, INC. The initial principal business address of the corporation is 2224 First Street, Fort Myers, Florida 33905.

**ARTICLE 2**

**MAILING ADDRESS**

The mailing address of this corporation is 2224 First Street, Fort Myers, Florida 33901.

**ARTICLE 3**

**DURATION**

The corporation shall commence upon January 1, 2015 and shall have perpetual existence thereafter.

**ARTICLE 4**

**PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

**ARTICLE 5**

**CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have the authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

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**ARTICLE 6****INITIAL REGISTERED AGENT & OFFICE**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, are as follows:

NAME	ADDRESS
KAREN B. ALLEGRETTI	2224 First Street Fort Myers, Florida 33901

**ARTICLE 7****DIRECTORS**

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have four (4) Directors initially, and the names and addresses of the initial Directors are as follows:

NAME	ADDRESS
KAREN B. ALLEGRETTI	2224 First Street Fort Myers, Florida 33901
KIMBERLY A. ALLEGRETTI	2224 First Street Fort Myers, Florida 33901
JAMES S. ALLEGRETTI	2224 First Street Fort Myers, Florida 33901
CAROL A. ALLEGRETTI	2224 First Street Fort Myers, Florida 33901

**ARTICLE 8****BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended, or repealed by the shareholders of the corporation may not be repealed, altered, amended, or readopted by the Board of Directors if the shareholders so provide.

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**ARTICLE 9****SHAREHOLDERS' AGREEMENT**

In the event a Shareholders' Agreement exists and there are any inconsistencies in terms between these Articles of Incorporation and the Shareholders' Agreement, the terms of the Shareholders' Agreement will control.

**ARTICLE 10****INCORPORATOR**

The name and the address of the person signing these Articles of Incorporation are as follows:

NAME

ADDRESS

KAREN B. ALLEGRETTI

2224 First Street  
Fort Myers, Florida 33901

These Articles of Incorporation have been executed this 4<sup>th</sup> day of December, 2014.

  
KAREN B. ALLEGRETTI, Incorporator

FAX AUDIT NO.: H140002813033

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties 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.

  
Karen B. Allegretti, Registered Agent

14 DEC 19 AM 11:35  
STATE OF FLORIDA  
ALLAHASSEE

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