



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

P95000037503

April 25, 1995

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee FL 32314

300001486888
-05/15/95--01012--018
*****70.00 *****70.00

RE: Eco-Systems Restoration Inc.
P3292641ECJAC

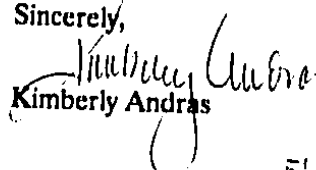
Dear Sir or Madam:

Enclosed please find Articles of Incorporation, and our check(es) in the amount of \$70.00 for Eco-Systems Restoration Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 208 with questions regarding the enclosed application.

Sincerely,


Kimberly Andras

enc.

95 MAY 10 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BCE 5/11

ARTICLES OF INCORPORATION
OF
Eco-Systems Restoration Inc.

FILED
MAY 10 PM 1:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Eco-Systems Restoration Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 200 N Wilson St., Cocoa, FL 32922.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 1000 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

James L. Jackson	4115 Rayburn Rd., Cocoa, FL 32926
Tim Rudolph	611 Ponte Vedra Lakes Blvd. #3008, Ponte Vedra Beach, FL 32084

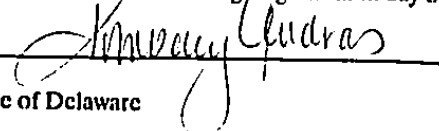
SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Kimberly Andras c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 25th day of April, 1995.

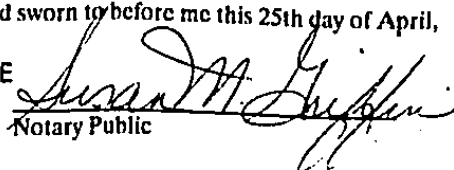


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 25th day of April, 1995 by Kimberly Andras. SUSAN M. GRIFFIN

NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years


Notary Public

This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

FILED
95 MAY 16 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Eco-Systems Restoration Inc.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Cocoa, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.


Larry Wolfe

May 5, 1995

Date _____