

P95000055525

LAW OFFICES OF
BRYN & ASSOCIATES
ATTORNEYS AND COUNSELORS AT LAW

ONE BISCAYNE TOWER SUITE 3500
TWO SOUTH BISCAYNE BOULEVARD
MIAMI FLORIDA 33131

TELEPHONE (305) 374 0901
FACSIMILE (305) 372 8008

July 14, 1995

Department of State
Division of Corporations
P.O. Box 6327

2000001588822
-07/17/95--01034--001
****122.50 ****122.50

re: Planet Earth Communications, Inc.
International Tile Trade Corporation

Dear Sir/Madam:

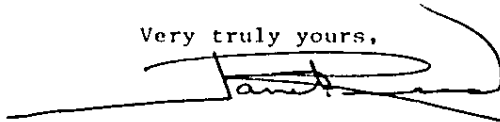
Enclosed for filing are articles of Incorporation for both of the above referenced companies.

Also enclosed are two separate checks in payment of the fees.

Please note that the name "Planet Earth Communications" has been reserved under reservation number R95000002880. A copy of the acknowledgement letter from the Department of State is also enclosed.

Should you have any questions please contact the undersigned.

Very truly yours,



Janet Reed
Legal Assistant

Encl.

7/18/95


ARTICLES OF INCORPORATION
of
PLANET EARTH COMMUNICATIONS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **PLANET EARTH COMMUNICATIONS, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is Three million (3,000,000) shares of capital stock, \$.01 par value per share, which capital stock is designated as Common Stock.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation shall be one (1). The number of directors may be increased or diminished from time to time by a vote of the shareholders, but shall never be less than one (1). The names and addresses of the initial directors and officers of this corporation are:

Richard J. Rice -
7051 Charles Humphrey Road
Plant City, Florida 33565

Director/Chief Executive Officer

Larry C. Cornwell -
7051 Charles Humphrey Road
Plant City, Florida 33565

Director/Secretary/Treasurer/
Chief Operating Officer

Jeffrey Durban - Director/Vice-President
7051 Charles Humphrey Road
Plant City, Florida 33565

The name and address of the incorporator signing these Articles are:

Mark J. Bryn
2 South Biscayne Blvd.
Suite 3599
Miami, Florida 33131

ARTICLE VII

The name and address of the initial registered agent and the initial registered office are:

Mark J. Bryn
2 South Biscayne Blvd.
Suite 3599
Miami, Florida 33131

ARTICLE VIII

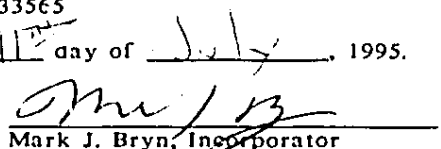
The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time only by the shareholders of the corporation.

ARTICLE IX

The principal place of business and mailing address of this corporation is:

7051 Charles Humphrey Road
Plant City, Florida 33565

EXECUTED at Miami, Florida, this 11th day of July, 1995.


Mark J. Bryn, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

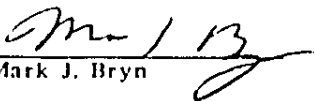
In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

PLANET EARTH COMMUNICATIONS, INC.
desiring to organize under the laws of the State of
Florida, hereby designates Mark J. Bryn as its
registered agent and 2 South Biscayne Boulevard,

Suite #3599, Miami, Florida 33131, as its registered
office.

ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I
hereby agree to act in such capacity for such corporation at its registered office.


Mark J. Bryn