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P.O. Box 1700
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March 8, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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RE: Articles of Incorporation
EARTH FRIENDLY RESOURCES, INC.

Dear Sir/Madam:

Please find enclosed the original and one copy of Articles of Incorporation for EARTH FRIENDLY RESOURCES, INC., together with my firm check in the amount of \$122.50 in payment of the filing fees, etc. Please file the original Articles and return an acknowledged copy to me for my records. I enclose a self-addressed, stamped envelope for your convenience.

If you have any questions or require anything further, please do not hesitate to contact my office.

Sincerely,


David B. Ferabee

Enclosures

DBF/kt

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ARTICLES OF INCORPORATION
OF
EARTH FRIENDLY RESOURCES, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator for the purpose of forming a corporation under the provisions of Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be **EARTH FRIENDLY RESOURCES, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be David B. Ferebee, Esquire, 503 East Monroe Street, Jacksonville, Florida 32202, and mailing address Post Office Box 1796, Jacksonville, Florida 32201.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 503 East Monroe Street, Jacksonville, Florida 32202; mailing address is Post Office Box 1796, Jacksonville, FL 32201, and the name of the initial registered agent of this corporation at that address is David B. Ferebee, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

David B. Ferebee, Esquire, 503 East Monroe Street, Jacksonville, Florida 32202; MAILING ADDRESS: Post Office Box 1796, Jacksonville, Florida 32201.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is David B. Ferebee, Esquire, Esquire, 503 East Monroe Street, Jacksonville, Florida 32202, MAILING ADDRESS: Post Office Box 1796, Jacksonville, Florida 32201.

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 3/8, 1996



David B. Ferebee
Incorporator

The undersigned has executed these Articles of Incorporation this 8th day of MARCH, 1996.



David B. Ferebee

Certificate designating registered agent and place of business or domicile for the service of process within Florida, and acceptance of agent upon whom process may be served.

In compliance with Section 607.034, Florida Statutes, the following is submitted:


FIRST that **EARTH FRIENDLY RESOURCES, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named **DAVID B. FEREBEE, Esquire**, located at 503 East Monroe Street, Jacksonville, Florida, 32202, mailing address Post Office Box 1796, Jacksonville, FL 32201 as its agent to accept service of process within Florida.

Dated: 3/8/96


David B. Ferebee, Incorporator

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. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 3/8/96


DAVID B. FEREBEE
Registered Agent

TALLAHASSEE, FLORIDA

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