

P96000023840

TRANSMITTAL LETTER

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

SUBJECT: Earth Life Products Co.

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00.

SIGNED: _____

Teresa M. Ward

300001741453
-03/13/96--01065--004
*****70.00 *****70.00

FROM:

Teresa M. Ward
Name

18840 US Hwy 19 N, Suite 400-A
Address

Clearwater, FL 34624
City State Zip

(813) 536-5666
Daytime Telephone Number

FILED
96 MAR 13 AM 11:31
DIVISION OF STATE
TALLAHASSEE, FLORIDA

SAB
3/16/96

**ARTICLES OF INCORPORATION
OF
EARTH LIFE PRODUCTS CO.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is Earth Life Products Co., (hereinafter, "Corporation").

ARTICLE II - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 18840 US Highway 19 North, Suite 400-A, Clearwater, Florida 34624.

ARTICLE IV - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Teresa M. Ward whose address shall be the same as the principal office of the Corporation.

ARTICLE V - OFFICERS

The officers of the Corporation shall be:

President:	Egerton R. Eaton
Vice President:	Teresa M. Ward
Secretary:	Teresa M. Ward
Treasurer:	Teresa M. Ward

ARTICLE VI - DIRECTORS

The Director(s) of the Corporation shall be:

Egerton R. Eaton
Teresa M. Ward

ARTICLE VII - CORPORATE CAPITALIZATION

7.1 The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE IX - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XI - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XII - REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this Corporation is Teresa M. Ward, 18840 US Highway 19 North, Suite 400-A, Clearwater, Florida 34624.

ARTICLE XIII - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment, or repeal of the Bylaws.

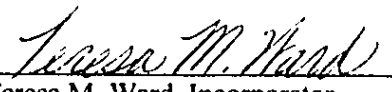
ARTICLE XIV - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XV - AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the forgoing Articles of Incorporation under the laws of the State of Florida, this 8th day of March, 1996.


Teresa M. Ward, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: **Earth Life Products Co.**

2. The name and address of the registered agent and office is:

**Teresa M. Ward
18840 US Highway 19 North, Suite 400-A
Clearwater, FL 34624**

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.

Signature: _____

Teresa M. Ward

Date: _____

March 8, 1996

FILED
96 MAR 13 AM 11:31
TALLAHASSEE, FLORIDA

Earth Life Products Co.

35246 US Hwy 19 N, Suite 318
Palm Harbor, FL 34684-1931

Phone: (813) 772-0700
Fax: (813) 789-2430

January 29, 1997

Florida Department of State
Division of Corporations
P.O. Box 327
Tallahassee, FL 32314

Dear Corporate Specialist:

I am writing in regard to a change in the mailing address for Earth Life Products Co., Articles of Incorporation Document Number P96000023840.

Effective February 1, 1997, the new address will be:

Earth Life Products Co.
35246 US Hwy 19 N, Suite 318
Palm Harbor, FL 34684-1931

The telephone and fax numbers have also changed to the numbers listed above.

Thank you for making this update to your records.

Sincerely,

Teresa M. Ward

Teresa M. Ward
Vice President

KS 2/17