

May 18, 1996

996000045507

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

RE: Earthtones, Inc.

500001835455
-05/22/96--01103--018
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Donald R. Miller
Donald R. Miller

Earthtones, Inc.
9879 Scory Lane
Stuart, FL 34997
407-288-0980

FILED
96 MAY 22 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
5/19/96
D

ARTICLES OF INCORPORATION

of
Earthtones Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:
Earthtones Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of one dollar Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Donald R. Miller</u>		
ADDRESS	<u>9879 Scory Lane</u>		
CITY	<u>STUART</u>	FLORIDA <u>FL</u>	ZIP <u>34997</u>

The principal office, if known, or the mailing adress of the corporation is:

NAME	<u>Earthtones Inc.</u>		
ADDRESS	<u>9879 Scory Lane</u>		
CITY	<u>STUART</u>	FLORIDA <u>FL</u>	ZIP <u>34997</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Donald R. Miller</u>		
ADDRESS	<u>9879 Scory Lane</u>		
CITY	<u>STUART</u>	STATE <u>FL</u>	ZIP <u>34997</u>
NAME	<u>Peter W. Walden</u>		
ADDRESS	<u>2060 S.W. BriarOak Lane</u>		
CITY	<u>Palm City</u>	STATE <u>FL</u>	ZIP <u>34990</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Donald R. Miller		
ADDRESS	9879 Scory Lane		
CITY	Stuart	STATE	FL ZIP 34997
NAME	Peter W. Walden		
ADDRESS	2060 S.W. BriarOak Trail		
CITY	PALM CITY	STATE	FL ZIP 34990
NAME			
ADDRESS			
CITY		STATE	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 18th day of May, 1996.

Donald R. Miller (Seal)
Peter W. Walden (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Earthtones Inc.
(name of corporation)

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TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 9879 Scory Lane
STUART, FL 34997

has named Donald R. Miller

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Donald R. Miller
(registered agent)