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June 14, 1996

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

72000001-0001-0001
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00010001-0001-0001

Re: EARTH CARE SYSTEMS INC.

Dear Sir/Madam:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above-referenced professional association. We have also enclosed a check in the amount \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles to the undersigned at the above referenced address.

Thank you for your assistance. If you have any questions, please do not hesitate to contact this office.

Respectfully Submitted,

David K. Kuschel

David K. Kuschel

Enclosures

Dmk
6/19/96

FILED
96 JUN 18 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EARTH CARE SYSTEMS INC.

FILED
96 JUN 18 PM 4:05
SEC. STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the Corporation is: **EARTH CARE SYSTEMS INC.**

ARTICLE 2. DURATION. The duration of the Corporation is perpetual.

ARTICLE 3. PURPOSE. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. Initial Principal Office and Registered Agent. The street address of the initial Principal Office of the Corporation and the street address of the initial registered agent is 13807 Oleander Avenue, Juno, Florida 33408, and the name of its initial Registered Agent at that address is Virginia Klohn.

ARTICLE 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

VIRGINIA KLOHN

13807 Oleander Avenue
Juno, Florida 33408

ARTICLE 7. Incorporators. The name and address of the Incorporator is as follows:

VIRGINIA KLOHN

13807 Oleander Avenue
Juno, Florida 33408

ARTICLE 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14 day of ~~May~~, 1996.

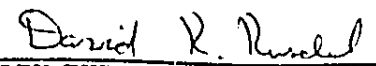
June 14, 1996


VIRGINIA KLOHN

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME personally appeared, VIRGINIA KLOHN, to me personally known and is known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of ~~May~~^{June}, 1996.


NOTARY PUBLIC, State of Florida

My Commission Expires:



DAVID K. KUSCHEL
COMMISSION # CC 487542
EXPIRES MAY 24, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED

ACCEPTANCE BY REGISTERED AGENT

96 JUN 18 PM 4:05

The undersigned hereby accepts the appointment as Registered Agent of **EARTH CARE SYSTEMS, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 14 day of May, 1996.

June 1996


VIRGINIA K LOHN
Registered Agent