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

RE: Conservation Education Corporation

Dear Ms. Morthem:

Enclosed are the original and one copy of the Articles of Incorporation for filing on behalf of the subject corporation, and my check in the amount of \$122.50 for filing fees and certification charges.

Please file the Articles and return the certified copy and the incorporation certificate to me at:

3894 Tampa Road, Suite C
Oldsmar, FL 34677

Thank you very much.

Sincerely,


Gunnard Bruce Swanson

Enclosures

AUG 1 1996

BSB

FILED
86 JUL 31 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CONSERVATION EDUCATION CORPORATION**

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96 JUL 31 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be CONSERVATION EDUCATION CORPORATION.

ARTICLE II

Business and Purpose

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage in the business of sales, marketing, education, distribution, and installation of conservation packages;
- (b) to acquire assets necessary for the rendering of the above professional services; and
- (c) to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the shareholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 3894 Tampa Road, Suite C, Oldsmar, Florida 34677 and the initial registered agent shall be Gunnard Bruce Swanson. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the shareholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of three members. The names, addresses and telephone numbers of the initial directors are:

Gunnard Bruce Swanson
President/CEO
3825 Old Mill Ct., #291
Palm Harbor, FL 34684
(813) 785-2227

Michael B. Mattingly
Vice-President/Treasurer
401 Devonshire
Oldsmar, FL 34677
(813) 855-9291

James J. Jones
Vice-President/Secretary
576 Baywood Dr. N.
Dunedin, FL 34698
(813) 733-1229

ARTICLE VIII

Incorporators

The names, addresses, and telephone numbers of the incorporators making these Articles of Incorporation are:

Gunnard Bruce Swanson
3825 Old Mill Ct., #291
Palm Harbor, FL 34684
(813) 785-2227

Michael B. Mattingly
401 Devonshire
Oldsmar, FL 34677
(813) 855-9291

James J. Jones
576 Baywood Dr. N.
Dunedin, FL 34698
(813) 733-1229

ARTICLE IX

Bylaws

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the shareholders entitled to vote, or a new bylaw in lieu of another bylaw may be adopted by vote of the shareholders. No bylaw which has been altered, amended or adopted by such a vote of the shareholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such shareholders.

The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

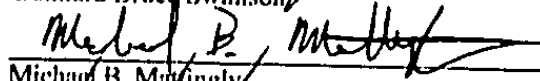
ARTICLE X

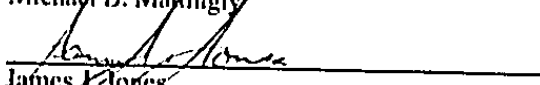
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles for the uses and purposes therein stated.


Gunnard Bruce Swanson


Michael B. Mattingly


James J. Jones

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, the undersigned authority, on this 29th day of July, 1996, personally appeared Gunnard Bruce Swanson, Michael B. Mattingly, and James J. Jones to me well known to be the persons described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public
My Commission Expires:

