

P96000074333  
ATHEY & COMPANY, INC.  
Accounting/Tax Service/Business Consulting

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


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-05/24/96--01050--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed please find an original and one copy of the articles of incorporation of CTC, Inc. A check for \$70.00 is enclosed for the filing fee.

Please return a file copy in the self-addressed stamped envelope enclosed.

Sincerely,



Athey & Company, Inc.

FILED  
95 SEP -9 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2000-11574  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 31, 1996

ATHEY & COMPANY, INC.  
427 LAKE HOWELL ROAD  
MAITLAND, FL 32751

SUBJECT: CTC, INC.  
Ref. Number: W96000011574

We have received your document for CTC, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer  
Document Specialist

Letter Number: 096A00027290

**ATHEY & COMPANY, INC.**  
*Accounting/Tax Service/Business Consulting*

*Dena*

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

Dear Sir/Madam:

Enclosed please find an original and one copy of the articles of incorporation of Earth Enterprises of Central Florida, Inc. A check for \$70.00 was previously submitted with the paper work for CTC, Inc. which was denied because the name was not available.

Please return a file copy in the self-addressed stamped envelope enclosed.

Sincerely,



Athey & Company, Inc.

FILED

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I.

NAME

The name of the corporation shall be: Earth Enterprises of Central Florida, Inc. STATE OF FLORIDA

II.

PRINCIPAL OFFICE

The principal office shall be: 2288 Andrews Lane  
Oviedo, FL 32765

III.

COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

IV.

PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

V.

CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares at \$1.00 par value common capital stock.

VI.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

VII.

TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation. A Copy Of  
Which Is On File At This Corporation's Principal Office."

VIII.

INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's initial Board of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Kenneth M. Roger  
2288 Andrews Lane  
Oviedo, FL 32765

Kimberly Roger  
2288 Andrews Lane  
Oviedo, FL 32765

IX.

INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

X.

INITIAL REGISTERED OFFICE & AGENT

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The office of the corporation's initial registered office shall be:

827 Menendez Court  
Orlando, FL 32801


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CLERK OF DISTRICT COURT  
ORLANDO, FLORIDA

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

William C. Malone, IV

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
William C. Malone, IV

XL

INCORPORATOR

The name and address of the individual who shall serve as this corporation's Incorporator is:

Kenneth M. Roger  
2288 Andrews Lane  
Orlando, FL 32765

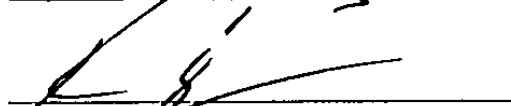
XII.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this

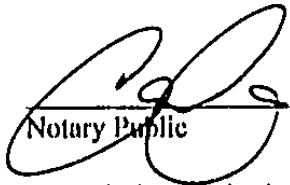
30 day of July 1996.

  
Incorporator

State of Florida  
County of Orange

I hereby certify that on this day, before me, an officer duly authorized in Orange County, Florida, to take acknowledgments, appeared Kenneth M. Roger personally known to me to be the person described in and who executed the foregoing instrument and who acknowledged before me executing the same.

Witness my hand and official seal, on this 30 day of July, 1996, in Orange County Florida.

  
\_\_\_\_\_  
Notary Public

Commission Expiration Date:  
(Seal)



OFFICIAL SEAL  
Christopher Corrigan  
My Commission Expires  
Nov. 12, 1996  
Carnum. No. CC 241686