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December 3, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/06/96--01082--015
*****122.50 *****122.50

Re: **EARTH ENGINEERS, INC.**

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above proposed Florida corporation, along with my check in the amount of \$122.50, for payment of the following:

Filing Fee:	\$35.00
Certified Copy Fee:	\$52.50
Registered Agent Fee:	\$35.00

Please file the enclosed Articles and return a certified copy to me. Thank you for your assistance in this matter.

Sincerely,


Kohn Bennett, Esquire

KB/edr
Enclosures

DEC

9 1996

B5B

EFFECTIVE DATE
12-3-96

FILED
DEC - 6 PM 7:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EARTH ENGINEERS, INC.**

FILED

96 DEC -6 PM 7:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

EFFECTIVE DATE
12-3-96

**ARTICLE I
Name**

The name of the corporation is **EARTH ENGINEERS, INC.**

**ARTICLE II
Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
Purposes**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE IV
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$0.10 per share.

**ARTICLE V
Initial Registered Office and Agent**

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: **PETER M. HEYNEN, 1353 North Courtenay Parkway, Suite T, Merritt Island, Florida 32953.**

The principal office of the corporation is as follows: 1353 North Courtenay Parkway, Suite T, Merritt Island, Florida 32953.

ARTICLE VI
Directors

Section 6.1 Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Director. The names and street addresses of the initial directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
PETER M. HEYNEN	1353 North Courtenay Parkway, Suite T Merritt Island, Florida 32953
LAWRENCE BEE, JR.	20 Church Street North Branford, Connecticut 06471

ARTICLE VII
Incorporator


The name and street address of the incorporator of this corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
PETER M. HEYNEN	1353 North Courtenay Parkway, Suite T Merritt Island, Florida 32953

ARTICLE VIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation
this 3rd day of December, 1996.


PETER M. HEYNEN

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 3rd day of December, 1996,
by PETER M. HEYNEN.

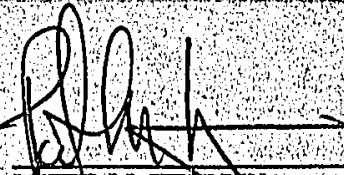



NOTARY PUBLIC

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

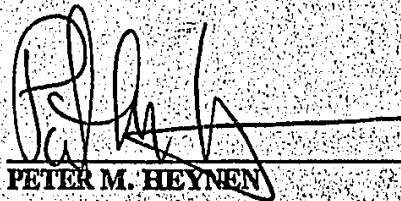
In compliance with FLA. STAT. Section 607.0505, the following is submitted:

EARTH ENGINEERS, INC., desiring to organize or qualify under the laws of the State
of Florida hereby designates PETER M. HEYNEN as its registered agent to accept service of
process within the State of Florida and the address of its registered office shall be 1353 North
Courtenay Parkway, Suite T, Merritt Island, Florida 32953.


PETER M. HEYNEN

DATED: December 3, 1996

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



PETER M. HEYNEN

DATED: December 3, 1996

FILED
96 DEC -6 PM 7:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA