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FILED

EARTH TECHNOLOGIES, INC.
2100 45TH STREET, SUITE # B 6
PARK PLAZA CENTER
WEST PALM BEACH, FLORIDA 33407
(561) 844-7333

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 7, 1996

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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****122.50 ****122.50

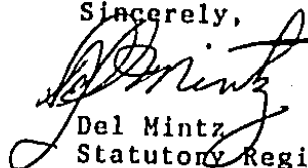
Gentlemen:

Enclosed please find in duplicate State of Florida
Articles of Incorporation of Earth Technologies, Inc. along
with a check made payable to Secretary of State for \$122.50.

Please forward a Certified Copy of the Articles of
Incorporation to my attention at 2100 45th Street,
Suite # B6, Park Plaza Center, West Palm Beach, Florida
33407.

Thank you for your accommodations.

Sincerely,



Del Mintz
Statutory Registered Agent

DM/glm
Enclosures

W96-24332
PH
12/13/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 26, 1996

DEL MINTZ
3146 MIRO DRIVE NORTH - 2ND MAILING
PALM BEACH GARDENS, FL 33410

SUBJECT: EARTH TECHNOLOGIES, INC.
Ref. Number: W96000024332

We have received your document for EARTH TECHNOLOGIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 496A00052370

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

EARTH TECHNOLOGIES, INC.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:

Earth Technologies, Inc.

SECOND: The address of the principal office, if known, and the mailing address of the corporation is:
3146 Miro Drive North, Palm Beach Gardens, Florida 33410
(561) 624-2758.

THIRD: The number of shares the corporation is authorized to issue is:

One Thousand (1,000) shares without par value.

FOURTH: Provisions granting preemptive rights are:

The holders of Common Stock shall, upon the issue or sale of shares of stock of any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of Common Stock, at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

FIFTH: The street address of the initial registered office of the corporation is:
3146 Miro Drive North, Palm Beach Gardens, Florida 33410
(561) 624-2758.

SIXTH: The number of directors constituting the initial board of directors of the corporation is Three (3), and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Del Mintz	3146 Miro Drive North Palm Beach Gardens, Florida 33410
Gary L. Mintz	30980 Shaker Boulevard Pepper Pike, Ohio 44124
Mark Mintz	25017 Wimbledon Road Beachwood, Ohio 44122

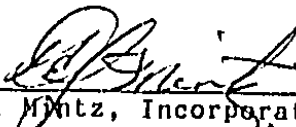
is: SEVENTH: The name and address of each incorporator

Del Mintz 3146 Miro Drive North
Palm Beach Gardens, Florida 33410

Gary L. Mintz 30980 Shaker Boulevard
Popper Pike, Ohio 44124

Mark Mintz 25017 Wimbledon Road
Beachwood, Ohio 44122

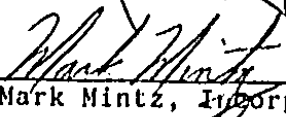
The undersigned have executed these Articles of
Incorporation for Earth Technologies, Inc. this 3RD, day
of December, 1996.



Del Mintz, Incorporator



Gary L. Mintz, Incorporator



Mark Mintz, Incorporator

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ORIGINAL APPOINTMENT OF STATUTORY REGISTERED AGENT

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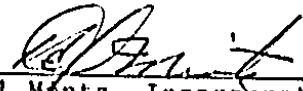
EARTH TECHNOLOGIES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

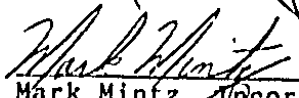
The undersigned, being at least a majority of the incorporators of EARTH TECHNOLOGIES, INC. hereby appoint Del Mintz to be statutory registered agent upon whom any process, notice or demand required by statute to be served upon the corporation may be served. The complete address of the statutory agent is:

Mr. Del Mintz, 3146 Miro Drive North, Palm Beach Gardens, Florida 33410

Dated this 3RD day of December, 1996.


Del Mintz, Incorporator



Gary L. Mintz, Incorporator


Mark Mintz, Incorporator

ACCEPTANCE OF APPOINTMENT

The undersigned, Del Mintz, named herein as the statutory registered agent for EARTH TECHNOLOGIES, INC., as required in Section 607.0501 hereby acknowledges and accepts the appointment of statutory registered agent for said corporation. Del Mintz is familiar with and accepts the obligations provided for in Section 607.0505.

Dated this 3RD day of December, 1996.

By: 
Del Mintz, Statutory Registered Agent