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CHARLES PERRY, ATTORNEY
1100 Cleveland Street, Suite 900
Clearwater, FL 34615
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December 16, 1996

Secretary of State
Division of Corporations
New Filings
PO Box 6327
Tallahassee, FL 32314

RE: Clear Earth, Inc.

000002034040--2
-12/19/96-01072--004
*****78.75 *****78.75

Dear Sir:

Enclosed please find the original and one copy of the articles of incorporation of the above corporation. I do not desire a certified copy. Please stamp the copy and return to me with a certificate of status.

A check for \$78.75 is enclosed.

Sincerely yours,

Charles Perry
Charles Perry

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DEC 24 1996 BSB

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is CLEAR EARTH, INC..
2. The period of its duration is perpetual.
3. The purpose of the corporation is to engage in the sale of products, collection of royalties, and to engage in any other businesses or activities which are permitted under the laws of the United States and the State of Florida.
4. The corporation shall have authority to issue 1,000,000 shares of one dollar par value common stock.
5. The address of the corporation's initial registered office is 1100 Cleveland Street, Clearwater, FL 34615. The name of the registered agent at such address is Charles Perry.
6. The principal office of the corporation is located at 1130 Cleveland St., Suite #210, Clearwater, FL 34615.
7. The number of directors constituting the initial Board of Directors is one, whose names and addresses are David Singer, 1130 Cleveland St., Suite #210, Clearwater, FL 34615.
8. The name and address of the incorporator is Kathy Baird, 1100 Cleveland Street, #900, Clearwater, Florida 34615.
9. The Board of Directors shall have authority to adopt a seal and stock certificates for the use of the corporation.

10. The corporation shall indemnify each director to the fullest extent permitted by law.
11. Corporate existence shall begin on filing (all business from November 14, 1996 is confirmed and ratified under the defacto corporation rule of law).

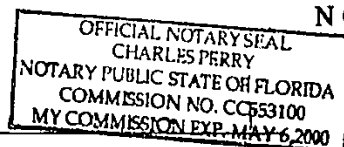
Kathy Baird
Kathy Baird, Incorporator

STATE OF FLORIDA)
) S.S.
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared Kathy Baird, well known to me to be the person described in and who subscribed the forgoing Articles of Incorporation and she did freely and voluntarily acknowledge before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Clearwater, in the county and state aforesaid on December 16, 1996.

Charles Perry
NOTARY PUBLIC



My commission expires: _____

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

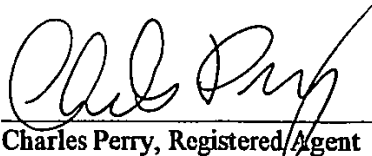
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

In compliance with Section, 48.901, Florida Statutes, the following is submitted:

1. CLEAR EARTH, INC. has named Charles Perry as its agent to accept service of process within Florida. The designation is contained in the Articles of Incorporation of such corporation.

2. Having been so named to accept service of process for the above corporation, at the place designated in this certificated, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED at Clearwater, Florida on December 16, 1996


Charles Perry, Registered Agent

Registered Office:

1100 Cleveland Street, Suite 900
Clearwater, FL 34615

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TALLAHASSEE, FLORIDA