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J. A. Jurgens

97 JAN 16 PM 2:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Also admitted in New York and New Jersey

January 10, 1997

VIA CERTIFIED MAIL

RECEIPT NO. P 401 199 580

RETURN RECEIPT REQUESTED

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****122.50 ****122.50

Department of State

Division of Corporations

P. O. Box 6327

Tallahassee, Florida 32314

Re: Sustainable Ecosystems, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation and Certificate of Designation of Registered Agent for the above referenced corporation, together with a check in the amount of \$122.50 payable to the Secretary of State. Please file the Articles and forward a certified copy to the undersigned in the enclosed envelope.

Very truly yours,

J. A. Jurgens

JAJ:dw

Enclosures

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GAVE
M. Jurgens Secretary
AUTH. BY PHONE TO
CORRECT
DATE 1/23/97
EXAM. 1/23/97

Post Office Box 1178, Winter Park, Florida 32790-1178
631 U.S. Highway 1, Suite 306, North Palm Beach, Florida 33408

ARTICLES OF INCORPORATION
of
SUSTAINABLE ECOSYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is **SUSTAINABLE ECOSYSTEMS, INC.**

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE

The principal office and street address of this corporation is 1920 Diamond Drive, Orlando, Florida 32807.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00)

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1920 Diamond Drive, Orlando, Florida 32807 and the name of the initial registered agent of this corporation at that address is Jeffrey S. Collins.

ARTICLE V
INITIAL BOARD OF DIRECTORS

- A. This corporation shall have one (1) director initially.
- B. The names and addresses of the initial member of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Jeffrey S. Collins 1920 Diamond Drive
Orlando, Florida 32807

ARTICLE VI
INCORPORATORS

The name and address of each Incorporator of this corporation is:

Jeffrey S. Collins 1920 Diamond Drive
Orlando, Florida 32807

ARTICLE VII
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII
PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

IN WITNESS WHEREOF, the undersigned has executed these Articles on this 10th day
of January, 1997.


JEFFREY S. COLLINS
Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, ^{SECRETARY OF STATE} ~~ALLAHASSEE, FLORIDA~~ ^{TALLAHASSEE, FLORIDA} STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SUSTAINABLE ECOSYSTEMS, INC.

2. The name and address of the registered agent and office is:

Jeffrey S. Collins

(Name)

1920 Diamond Dr.

(P.O. Box not acceptable)

Orlando, FL 32807

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

1-10-97

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL.