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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 418263 10056A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 5, 1997

ORDER TIME : 3:10 PM

ORDER NO. : 418263-005

CUSTOMER NO: 10056A

CUSTOMER: Ms. Toni Parenteau
BURTON G. SHARFF, P.A.

2315 South Congress Avenue
West Palm Beach, FL 33406

DOMESTIC FILING

NAME: EARTHSTONE INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

RECEIVED
97 JUN - 5 PM 4:13
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

EARTHSTONE INTERNATIONAL, INC.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is EARTHSTONE INTERNATIONAL, INC..

ARTICLE II. PURPOSE

This corporation is organized for the purposes of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III. CAPITAL STOCK

The amount of capital stock which the corporation shall have authority to issue is two hundred (200) shares of common stock, with \$1.00 par value per share.

ARTICLE IV. DURATION

The corporation is to exist perpetually commencing at the time of filing of these Articles of Incorporation by the Department of State.

ARTICLE V. DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but there shall never be less than one (1) director. The name and street address of the member of the first Board of Directors are:

Thomas Zafros
President

13764 Ishnala Circle
Wellington, FL 33414

Daniel M. Sabatino
Vice President/Treasurer

844 Bimini Lane
Punta Gorda Isles, FL 33950

ARTICLE VI. INCORPORATOR

The name and street address of the person(s) signing these Articles of Incorporation is:

THOMAS ZAFROS

13764 Ishnala Circle
Wellington, FL 33414

ARTICLE VII. BY-LAWS

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, or repeal the By-Laws of the corporation.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **2315 South Congress Avenue, West Palm Beach, Florida 33406** and the name of the initial registered agent of this corporation at that address is **Burton G. Sharff, Esq.**

ARTICLE IX. PRINCIPAL OFFICE ADDRESS OF THE CORPORATION

The principal office address of the corporation is **2315 South Congress Avenue, West Palm Beach, Florida 33406.**

IN WITNESS WHEREOF, the undersigned being the Incorporator, has hereunto set his hand and seal this 3rd day of JUNE, 1997.




THOMAS ZAFROS

STATE OF FLORIDA }

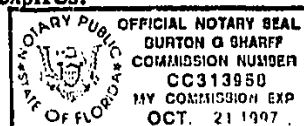
COUNTY OF PALM BEACH}

BEFORE ME, the undersigned authority, personally appeared THOMAS ZAFROS, personally known to me or who produced -known- as identification, and who is known to be the person(s) described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the use and purpose therein expressed,

WITNESS my hand and official seal in the State and County last aforesaid, this 3rd day of June, 1997.



Notary Public, State of Florida at Large
Print: BURTON G. SHARFF
My commission expires:



RESIDENT AGENT CERTIFICATE

This certificate designates the place of business for the service of process within the State, naming the Resident Agent upon whom process may be served.

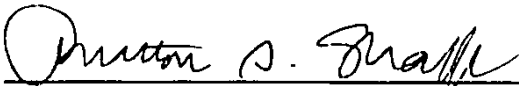
In compliance with Chapter 48.091 of the Florida Statutes, the following is submitted:

That **THOMAS ZAFROS**, desiring to organize **EARTHSTONE INTERNATIONAL, INC.**, under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at **2315 South Congress Avenue, West Palm Beach, County of Palm Beach, State of Florida**, has named **Burton G. Sharff, Esq.**, whose address is **2315 South Congress Avenue, West Palm Beach, FL 33406**, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named in this certificate, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act with regard to keeping open said office.

6/3/97

 (Seal)
BURTON G. SHARFF, Registered Agent

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FILED
JUN 10 1997
CLERK OF COURT
JULY 10 1997
CLERK OF COURT
JULY 10 1997
CLERK OF COURT