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August 8, 1997

Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/14/97--01041--005
****122.50 ****122.50

Gentlemen:

For the purpose of forming a domestic Florida Corporation named **DECO EARTH SYSTEMS, INC.**, enclosed please find Articles of Incorporation and check in the amount of \$122.50 covering the following fees:

Filing Fee \$35.00

Registered Agent: \$35.00

Certified Copy \$52.20

If there are any questions regarding the above, please contact the undersigned at 813-528-8291. Thank you.

Sincerely,

Irina Baranova
Incorporator



3646 Overlook Drive NE
St. Petersburg, FL 33703

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bmc 8/14/97

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Articles of Incorporation
of
Deco Earth Systems, Inc.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Article 1

The name of this Corporation is **Deco Earth Systems, Inc.**

Article 2

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Section 607.0302, Florida Statutes, and by common law.

Article 3

The aggregate number of shares which the Corporation shall have the authority to issue shall be 50,000,000 of common stock. Each of such shares shall have a par value of \$.001 per share.

Article 4

The street address of the place of business of the Corporation is 3646 Overlook Drive, N.E., St. Petersburg, Florida 33703. The address of the initial registered office maintained pursuant to Section 607.0501 is 3646 Overlook Drive, N.E., St. Petersburg, Florida 33703. The name of the Corporation's initial registered agent to receive service of process is Irina Baranova.

Article 5

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided by the Bylaws. The name of the person who is to serve as Director is:

<u>Name</u>	<u>Address</u>
Irina Baranova	3646 Overlook Drive, N.E. St. Petersburg, Florida 33703

Article 6

The name and address of the Incorporator is Irina Baranova, 3646 Overlook Drive, N.E., St. Petersburg, Florida 33703

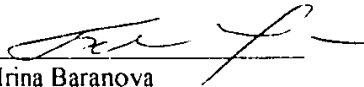
Article 7

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

Article 8

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreements is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated: August 11, 1997


Irina Baranova

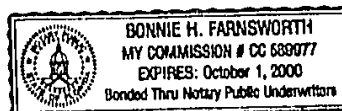
State of Florida
Country of Pinellas

I HEREBY CERTIFY, that in this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Irina Baranova to me known to be the person described in and who executed the foregoing Articles of Incorporation of **Deco Earth Systems, Inc.** acknowledged before me that she subscribed to the Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 11th day of August, 1997

Notary Public, State of Florida at Large: Bonnie H. Farnsworth

My Commission Expires: Oct 1, 2000



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That **Deco Earth Systems, Inc.** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 3646 Overlook Drive, N.E., St. Petersburg, Florida 33703, County of Pinellas, State of Florida, has named Irina Baranova as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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


Irina Baranova
Registered Agent