

TRANSMITTAL LETTER
P97000084091

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900002304459--8
-09/26/97--01026--005
*****78.75 *****78.75

SUBJECT: Earth Probe, Inc
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: TREVOR DUNCAN
Name (printed or typed)

201 S. E. DEPOT AVE. SUITE B
Address

GAINESVILLE, FLORIDA 32601
City, State & Zip

(352) 376-2738
Daytime Telephone number

FILED
97 SEP 26 PM 1:57
SECRET
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

Handwritten signature and date: [Signature] 9/26/97

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

EARTH PROBE, INC

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TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

201 S.E. DEPOT AVE
SUITE B
GAINESVILLE, FLORIDA 32601

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

DONOVAN PARKER
201 S.E. DEPOT AVENUE
GAINESVILLE, FLORIDA 32601

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

TREVOR DUNCAN
201 S.E. DEPOT AVENUE
SUITE B
GAINESVILLE, FL 32601

Jim Holloway
201 S.E. DEPOT AVENUE
SUITE B
GAINESVILLE, FL 32601

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

23rd day of SEPTEMBER, 1997.

(An additional article must be added if an effective date is requested.)

Trevor Earle Duncan
Signature

Jim Holloway
Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Earth Probe, Inc

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

DONOVAN PARKER
(NAME)

201 S.E. DEPOT AVENUE, SUITE B
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Gainesville, Florida 32601
(CITY/STATE/ZIP)

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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.

Donovan Parker
(SIGNATURE)

SEPTEMBER 23, 1997
(DATE)