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OFFICE USE ONLY (Document #)

David K. Kuschel
(Requestor's Name)

27 Pennock Lane # 204
(Address)

Jupiter, FL 33458
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
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3. _____
(Corporation Name) (Document #) 200002319332--7
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EARTHSTAR HOLDINGS INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE 1. Name. The name of the Corporation is: EARTHSTAR HOLDINGS INC.

ARTICLE 2. Duration. The duration of the Corporation is perpetual.

ARTICLE 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. Initial Registered/Principal Office and Agent. The street address of the initial Registered/Principal Office of the Corporation is 27 Pennock Lane, Suite 204, Jupiter, FL 33458, and the name of its initial Registered Agent is David K. Kuschel, Esq., who also maintains an office at 27 Pennock Lane, Suite 204, Jupiter, Florida, 33458.

ARTICLE 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

William C. Perone 209 Citrus Trail
Boynton Beach, Florida, 33436

ARTICLE 7. Incorporator. The name and address of the Incorporator is as follows:

David K. Kuschel 27 Pennock Lane, Suite 204
Jupiter, FL 33458

ARTICLE 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of
Incorporation on this 7th day of October, 1997.

David K. Kuschel

David K. Kuschel

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME personally appeared, David K. Kuschel to me well known
and known to me to be the persons described in and who executed the
foregoing Articles of Incorporation and acknowledged to and before me that he
executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of October, 1997.

[Signature]
NOTARY PUBLIC, State of Florida

My Commission Expires:



SUZANNE M. COLLINS
MY COMMISSION # CC408497 EXPIRES
September 27, 1999
BONDED THROUGH TROY PAUL INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of EARTHSTAR HOLDINGS INC., which is contained in the foregoing Articles of Incorporation.

DATED this 7th day of October, 1997.

David K. Kuschel
David K. Kuschel, Registered Agent

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