

P97000104399

ARTICLES OF INCORPORATION

OF

ECO INDUSTRIES, INC.

INCORPORATED UNDER THE LAWS OF

THE

STATE OF FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dennis D. Paul
4010 Blue Sage Path
Boynton Beach, Fl. 33436

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ARTICLE I

CORPORATE NAME

The name of this corporation is:

ECO INDUSTRIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the Laws of the State of Florida.

The purpose of Corporation and the powers it may exercise are to;

**1. OWN AND TRANSFER
REAL AND PERSONAL
PROPERTY.**

Purchase, receive, own, hold, improve, and use real or personal property, or any interest in real or any interest in real or personal property wherever situated, and sell, convey, lease, exchange, transfer, mortgage, or pledge, any other assets, or any interest in Corporation's real property and other assets.

**2. ENGAGE IN REAL
ESTATE BUSINESS**

Engage generally in the real estate business as principal agent, broker, or any other lawful capacity, and generally take, lease, purchase, or otherwise acquire and own, use, hold, sell, convey, exchange, lease mortgage, work clear, improve, develop, divide, and handle, manage, operate, deal in and dispose real property of any nature together with the improvements on and any interest or right in the real property; take, pledge, mortgage, and deal in and dispose of, as principal, agent, broker, or in any other lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choice in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, or in any other lawful capacity, mortgages and other interests in real, personal, and mixed properties; carry on a general construction, contracting, building, and realty management business as principal, agent, representative, constructor, subcontractor, or in any other lawful capacity.

ARTICLE II

NATURE OF BUSINESS AND POWERS

3. ENGAGE IN MERCANTILE AND MANUFACTURING BUSINESS.

Engage in a general mercantile, industrial, industrial, investing, and trading business; devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as port, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as special or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof.

4. OWN AND DEAL IN PATENTS AND COPYRIGHTS.

Apply for, register, obtain, purchase, lease, take licenses in develop, respect of or otherwise acquire, and to hold own, use, operate, grant licenses and immunities in respect of, manufacture under and introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to [a] inventions, devices, formulas, processes and any improvements and modifications thereof, [b] letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade names, trade symbols and other indications or origin and ownership granted by or recognized under the laws of the United States of America, the District of Columbia, any state or subdivision thereof, and any commonwealth, territory, agency or instrumentality of the United States of America and of any foreign country, and all rights connected there with or appertaining thereof, [c] franchises, licenses, grants, and concessions.

ARTICLE II

NATURE OF BUSINESS AND POWERS

5. OWN AND DEAL IN SECURITIES.

Guarantee, purchase, take, receive, subscribe for, and otherwise acquire, own, hold, use, sell, lease, exchange,

transfer, and otherwise dispose of securities [which term includes any shares of stock, bonds, debentures, notes, mortgages, other obligations, and any certificates, receipts, or other instruments representing rights to receive, purchase or subscribe for the same, or representing any other rights or assets] of any person, domestic and foreign firms, associations, and corporations, and by any government or agency or instrumentality thereof; make payment therefore in any lawful manner; and, while owner of any securities, exercise any and all rights, powers, and privileges in respect thereof, including the right to vote.

6. ACQUIRE GOING BUSINESSES.

Acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good will of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of the State of Florida; pay for the same in cash, property or corporation's own or other securities; hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, assume or guaranty performance of any liabilities, obligations or contracts of such persons, firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.

7. LEND MONEY

Lend money in furtherance of Corporation's purposes and invest and reinvest Corporation's funds from time to time such extent, to such persons, firms, associations, corporations, governments, or agencies or instrumentalities thereof, and on such terms and on such security, if any, as

ARTICLE II

NATURE OF BUSINESS AND POWERS

the Board of Directors of Corporation may determine.

8. MAKE CONTRACT OF GUARANTY AND SURETYSHIP.

Make contracts of guaranty and suretyship of all kinds and indorse or guarantee the payment of principal, interest or dividends upon, and guaranty the performance of sinking fund or other obligations of, any securities, and guaranty in any way permitted by law the performance of any of the contracts or other undertakings in which Corporation may otherwise be or become interested, of any persons, firms, association, corporation, government, or agency or instrumentality thereof, or any other combination, organization, or entity.

9. BORROW MONEY AND ISSUE INSTRUMENTS OF INDEBTEDNESS.

Borrow money without limit as to amount and at such rates of interest as Corporation may determine; from time to time issue and sell Corporation's notes, bonds, debentures, and other obligations, in amounts, on terms, and conditions, for purposes and for prices, now or hereafter permitted by the laws of the State of Florida, and by this certificate of incorporation, as the Board of Directors of Corporation may determine; and to secure any of its obligations by mortgage, pledge, or other incumbrance of all or any of its property, franchises and income.

10. PARTICIPATE IN OTHER BUSINESS ENTITIES.

Promote or manage other corporations of any type or kind; and participate with others in any corporation, partnership, venture, or other association of any kind, or in any transaction, undertaking or arrangement which Corporation would have power to conduct by itself, whether or not such participation involves sharing or delegating control with or to others.

11. ISSUE NEGOTIABLE INSTRUMENTS.

Draw, make, accept, indorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments

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and evidence of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.

12. DEAL IN OWN SECURITIES.

Purchase, receive, take, reacquire, or otherwise acquire, own and hold, sell, lend, exchange, reissue, transfer or otherwise dispose of, pledge, use, cancel, and otherwise deal in and with Corporation's shares and its other securities from time to time to the extent, in the manner and upon terms determined by the Board of Directors; provided that Corporation shall not use its funds or property for the purchase of its capital is impaired or when the purchase would cause any impairment of Corporation's capital, except to the extent permitted by law.

13. ORGANIZE SUBSIDIARY CORPORATIONS.

Organize, as an incorporator, or cause to be organized under the laws of the State of Florida, or of any other State of the United States of America, or of the District of Columbia, or of any commonwealth, territory, agency, or instrumentality of the United States of America, or of any foreign country, a corporation or corporations for the purpose of conducting and promoting any business or purpose for which corporations may be organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

14. CONDUCT BUSINESS ANYWHERE IN WORLD.

Promote and exercise all or any part of the Corporation's purposes and powers in any and all parts of the world, and conduct Corporation's business in all or any of its branches as principal, agent, broker, factor, contractor, and in any other lawful capacity, either alone or through or in conjunction with any corporations, associations, partnerships, firms, trustees, syndicates, individuals,

ARTICLE II

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organizations, and other entities in any part of the world, and, in conducting Corporation's business and promoting any of its purposes, maintain offices, branches and agencies in any part of the world, make and perform any contracts and do any acts and things, and carry on any business, and exercise any powers and privileges suitable, convenient, or proper for the conduct, promotion, and attainment of any of the business and purposes herein specified or which at any time may be incidental thereto or may appear conducive to or expedient for the accomplishment of any such business and purposes and which might be engaged in or carried on by a corporation incorporated or organized under the Laws of the State of Florida and have and exercise all of the powers conferred by the Laws of the State of Florida, upon corporations incorporated or organized under the Laws of that State.

15. ENUMERATION OF PURPOSES AND POWERS NOT LIMITING.

The provisions of this Article shall be constructed both as purposes and powers and each as an independent purposes and powers shall not be held to limit or restrict in any manner the purposes and powers specified, except when otherwise provided in the Article, shall not be limited or restricted by reference to, or interference from, the terms of any provisions of this or any other Article of this Certificate of Incorporation; provided that Corporation shall not conduct any business, promote any purpose or exercise any power or privilege within or without the State of Florida, which, under its laws, Corporation may not lawfully conduct, promote, or exercise.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock [having a par value of \$10.00 per share].

DENNIS D. PAUL

President

Owns two hundred & fifty (250)
shares

THOMAS C. JULIANO

shares
Secretary/Treasurer

Owns two hundred & fifty (250)

NOTE: Par value shares may be issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. No par values may be issued only for such consideration as is determined by the Board of Directors. All shares issued shall be fully paid and non-assessable.

ARTICLE IV

TERMS OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles of Incorporation.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be;

NAME
Dennis D. Paul

ADDRESS:
4010 Blue Sage Path
Boynton Beach, Fl. 33436
(561) 364-0765

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than One (1).

Dennis D. Paul

President

Thomas C. Juliano

Secretary/Treasurer

ARTICLE VII

INITIAL DIRECTORS

The names of the initial directors of the Corporation and their street address are:

<u>ADDRESS</u>	<u>NAME</u>	<u>HOME</u>
DENNIS D. PAUL President		4010 Blue Sage Path Boynton Beach, Fl. 33436
THOMAS C. JULIANO Secretary/Treasurer		500 South Oceanway, #710 Deerfield Beach, Fl. 33441

The persons names as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these Article of Incorporation as the Incorporator is:

Dennis D. Paul

4010 Blue Sage Path
Boynton Beach, Fl. 33436

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

ARTICLE X

OPTIONAL PROVISIONS

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IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on:

DATE

November 19, 1997

INCORPORATOR



STATE OF FLORIDA]

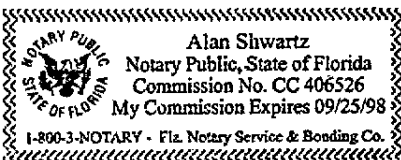
SS:

COUNTY OF PALM BEACH]

BEFORE ME, a Notary Public, personally appeared Dennis D. Paul, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on: NOV 19, 1997



Notary Public, State of Florida
at large.
My Commission Expires:



[SEAL]

RESOLUTION TO BE TREATED

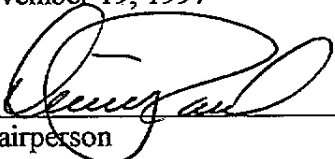
AS AN

S CORPORATION

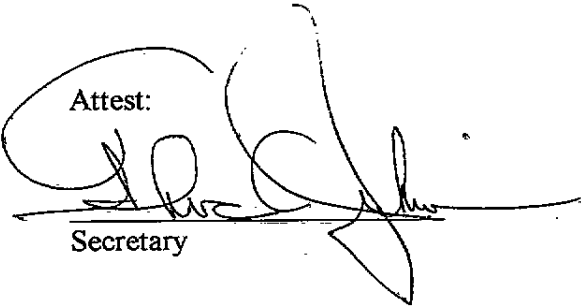
Whereas it is deemed in the best interest of the Corporation and its shareholders that the Corporation take certain actions.

Resolved, the Corporation elects to be treated as an S Corporation. The officers of the Corporation are authorized to make necessary arrangements to comply with the regulations concerning S corporations.

November 19, 1997


Chairperson

Attest:


Secretary

**NOTICE OF ORGANIZATION MEETING OF
INCORPORATORS AND DIRECTORS**

TO: _____

PLEASE BE ADVISED THAT:

We, the undersigned, do hereby constitute a majority of the directors named in the Articles of Incorporation of Eco Industries
a Florida corporation;

Pursuant to Florida Statute 607.174, we are hereby calling an organization meeting of the Board of Directors and incorporators named in the Articles of Incorporation of the above named corporation; for the purpose of adopting bylaws, electing officers, and transacting such other business as many come before the meeting; and

Said organization meeting shall be held at:

on _____, 19__ at _____ o'clock __M.

RECEIPT OF NOTICE

Addressee-Director

Date Recieved

**MINUTES OF ORGANIZATION MEETING
OF INCORPORATORS AND DIRECTORS**

OF

Eco Industries, INC.

The incorporators and directors held the organization meeting of the above named corporation at 4100 North Powerline Road, N1, Pompano Beach, Fl. 33073, on November 3, 1997 at 1 o'clock PM.

The meeting was called to order by Thomas Juliano, a director described in the articles of incorporation.

A motion was made, seconded and carried electing Dennis D. Paul as chairman of the meeting and Thomas Juliano as secretary thereof. Said positions were accepted by the respective persons who proceeded to carry out their duties.

The secretary then called the names of the directors and incorporators named in the articles of incorporation. The following persons were found to be present:

Dennis D. Paul

Thomas C. Juliano

The secretary announced that a majority of the directors named in Articles of Incorporation were present. The chairman then declared that the meeting was to be in compliance with applicable Florida Statutes.

Two notice(s) of the time and place of the present organization meeting for each of the incorporators and directors named in the Articles of Incorporation of this corporation were then presented and read by the secretary. Said documents were directed to be filed and spread at length upon these minutes.

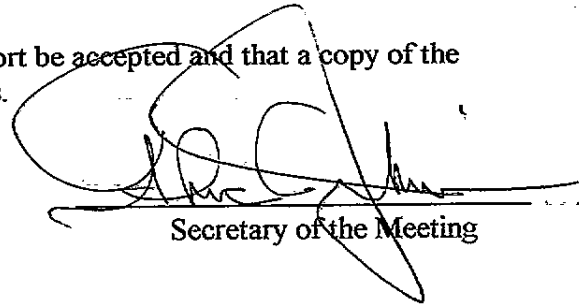
A copy of the Articles of Incorporation of this corporation were then read by the secretary who indicated that on November 21, 1997, the original thereof together with the required filing fees and taxes were sent to the Department of the State of Florida, receipt thereof evidenced by a letter received from the Department of State.

The chairperson explained the need for the Corporation to establish a bank account(s) for the Corporation. Upon discussion, with motion duly made and carried, it was:

RESOLVED, that this corporation establish in its name one or more deposit and checking accounts with FIRST UNION BANK, on such terms and conditions as may be agreed upon with such bank. The officers of this corporation are authorized to establish such account or accounts.

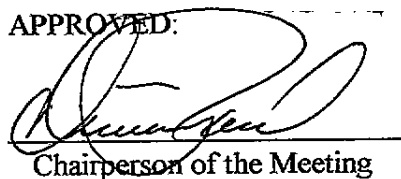
Since no further business to come before the meeting, on motion duly made, seconded, and unanimously carried, the meeting was:

RESOLVED and ORDERED that the secretary's report be accepted and that a copy of the articles and letter be spread at length upon the minutes.



Secretary of the Meeting

APPROVED:



Chairperson of the Meeting

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

Eco Industries, INC.

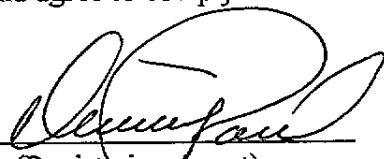
IN PURSUANCE OF Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First—That Eco Industries, INC. desiring to organize under the laws
of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the
City of POMPANO BEACH,
County of BROWARD, State of FLORIDA, has named DENNIS D. PAUL
located at 4010 Blue Sage Path, City of Boynton Beach, County of
Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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

BY


(Registering Agent)
DENNIS D. PAUL

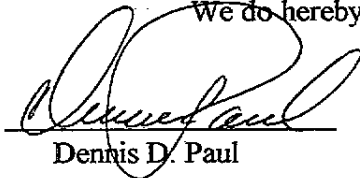
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WAIVER OF NOTICE OF ORGANIZATION MEETING OF
INCORPORATORS AND DIRECTORS
OF Eco Industries, INC.

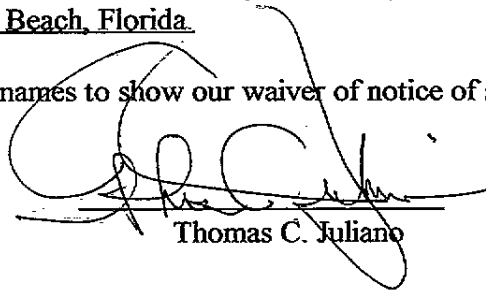
We do hereby constitute the incorporators and directors of the above named Florida corporation and do hereby waive notice of the organization meeting of directors and incorporators of the aforesaid corporation.

Furthermore, we hereby agree that said meeting shall be held at
1 o'clock PM on November 3rd, 1997 at the following
place: 4010 Blue Sage Path, Boynton Beach, Florida

We do hereby affix our names to show our waiver of notice of said meeting.



Dennis D. Paul



Thomas C. Juliano

DATED: October 31, 1997