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FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS 409 EAST GAINES STREET
TALLAHASSEE, FL 32399

700002409317--4

-01/22/98--01109--006

****122.50 ****122.50

RE: NEW ARTICLES OF INCORPORATION

JANUARY 29, 1998

GENTLEMEN,

PLEASE FILE THE ENCLOSED ARTICLES OF INCORPORATION FOR EARTH-SAFE SUPPLIES, INC. OUR CHECK FOR \$122.50 COVERING VARIOUS FEES HAS BEEN PREVIOUSLY SUBMITTED. PLEASE FORWARD ALL CORRESPONDENCE TO: BERKLEY C. BADGER C/O INVESTORS CHOICE 600 BYPASS DR., STE 210 CLEARWATER, FL 34624

WE APPRECIATE YOUR PROMPT CONSIDERATION OF THIS MATTER.

EFFECTIVE DATE
1-29-98

SINCERELY

BERKLEY C. BADGER, INCORPORATOR

FILED
98 FEB -2 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

p.s. I PERSONALLY CALLED AND CLEARED THE PREVIOUS ENCLOSED DOCUMENT NAME WITH YOUR PERSONAL IN NAME AVAILABILITY PRIOR TO ITS SUBMISSION....PLEASE EXPEDITE OUR NEW REQUEST.

THANKS

p.s.s. I've enclosed your correspondence with this document —

ENCLOSURE:

BCB/VS/

I may be contacted @

1-800-334-3442

If you encounter any difficulties

CB
2/2/98

EFFECTIVE DATE
1-29-98

ARTICLES OF INCORPORATION
OF EARTH-SAFE SUPPLIES, INC.

FILED
98 FEB -2 PM 1:07
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION A
NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY FORMS A CORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME -----

THE NAME OF THE CORPORATION SHALL BE: EARTH-SAFE SUPPLIES, INC. THE
PRINCIPAL PLACE OF BUSINESS SHALL BE 600 BYPASS DR., STE 210
CLEARWATER, FL 33764.

ARTICLE II. NATURE OF BUSINESS -----

THIS CORPORATION MAY ENGAGE OR TRANSACT IN ANY OR ALL LAWFUL
ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES,
THE STATE OF FLORIDA, OR ANY OTHER STATE, COUNTRY, TERRITORY OR
NATION.

ARTICLE III. CAPITAL STOCK -----

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 1,000,000 SHARES OF
VOTING COMMON STOCK HAVING A PAR VALUE OF .01 CENT PER SHARE, AND,
1,000,000 SHARES OF NON-VOTING COMMON STOCK HAVING A PAR VALUE OF .01
CENT PER SHARE.

ARTICLE IV. ADDRESS -----

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION
SHALL BE 600 BYPASS DR., STE 210 CLEARWATER, FL 33764, THE NAME OF THE
INITIAL REGISTERED AGENT OF THE CORPORATION AT THAT ADDRESS IS BERKLEY
C. BADGER.

ARTICLE V. TERM OF EXISTENCE AND EFFECTIVE DATE -----

THIS CORPORATION IS TO EXIST PERPETUALLY. THE EFFECTIVE DATE OF
INCORPORATION IS JANUARY 29, 1998.

FILED
98 FEB -2 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. PREEMPTIVE RIGHTS

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OR THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE THEREOF AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VII. DIRECTORS -----

THIS CORPORATION SHALL HAVE ONE DIRECTOR, INITIALLY. THE NAMES AND STREET ADDRESSES OF THE INITIAL MEMBERS OF THE BOARD OF DIRECTORS ARE: BERKLEY C. BADGER 324 WESTGATE ROAD TARPON SPRINGS, FL 34689

IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND AND SEAL ON THIS 29ST DAY OF JANUARY, 1998.



(SEAL) BERKLEY C. BADGER, INCORPORATOR

I, BERKLEY C. BADGER, DO HEREBY ACCEPT THE POSITION AND RESPONSIBILITY OF REGISTERED AGENT FOR THE CORPORATION KNOWN AS: PLASTIC RECOVERY SOLUTIONS, INC.

ACCEPTED THIS 29ST DAY OF JANUARY, 1998.



AGENT

(SEAL) BERKLEY C. BADGER, REGISTERED



ATTACH NOTARY DOCUMENTATION HERE:

