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TRANSMITTAL LETTER

FILED
98 MAR -2 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

800002443898-0050
-03/02/98-01051-0050
*****70.00 *****70.00

4
SUBJECT: EARTH MATTERS, INC.
(proposed corporate name)

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check in the amount of \$ 70.00.

From: EARTH MATTERS, INC.
Name

5328 WALKER HORSE DRIVE
Address

JACKSONVILLE, FLORIDA 32257
City, State and Zip

(904) 292-4914
Telephone Number

F. CHESSEB MAR 3 1998

ARTICLES OF INCORPORATION
OF

EARTH MATTERS, INC.

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 MATTERS, INC.

ARTICLE II PRINCIPAL OFFICE

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

5328 WALKER HORSE DRIVE
JACKSONVILLE, FLORIDA 32257

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MATTHEW LANIER
5328 WALKER HORSE DRIVE
JACKSONVILLE, FLORIDA 32257

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ARTICLE V INCORPORATOR(S)

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

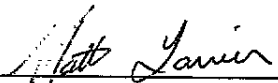
WILLIAM S. TIDWELL
279 CARRIANN COVE COURT
JACKSONVILLE, FL 32259

MATTHEW A. LANIER
5328 WALKER HORSE DRIVE
JACKSONVILLE, FLORIDA 32257

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this
24th day of FEBRUARY, 19 98.



Signature



Signature

Signature

Articles of Incorporation

Filing Fee - \$35.00

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 MATTERS, INC.

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

MATTHEW A. LANIER

(Name)

5328 WALKER HORSE DRIVE

(P. O. Box not acceptable)

JACKSONVILLE, FLORIDA 32257

(City, State and 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.

SIGNATURE

Matthew A. Lanier

DATE

2.24.98