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GEORGE ELIAS, JR.  
MEMBER OF THE BAR  
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DISTRICT OF COLUMBIA

LAW OFFICES  
GEORGE ELIAS, JR.  
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WASHINGTON, D.C. 20006

March 6, 1998

Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Earth-Block International Corporation

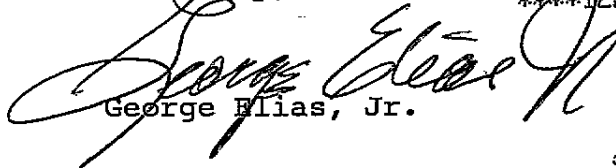
Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for the above-referenced entity together with our check in the amount of \$122.50 representing:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total	\$122.50

Please return a certified copy of the Articles of Incorporation of the Corporation in the self-addressed, stamped envelope enclosed for your convenience.

Sincerely,

  
George Elias, Jr.

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ELIAS\ART.LTR

FILED  
98 MAR 10 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OK  
3/11/98

FILED  
98 MAR 10 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**EARTH-BLOCK INTERNATIONAL CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of this corporation shall be:

**EARTH-BLOCK INTERNATIONAL CORPORATION**

The address of the principal office of this corporation and the mailing address shall be 7150 S.W. 62nd Avenue, South Miami, Florida 33143

**ARTICLE II**  
**DURATION**

The Corporation shall have perpetual existence, and its existence shall commence at the date and time of filing of these Articles of Incorporation by the Department of State of the State of Florida.

**ARTICLE III**  
**PURPOSE**

The general purpose or purposes for which this corporation is organized shall include the transaction of any or all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, the United States or any other state, foreign country, territory or nation.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be 7150 S.W. 62nd Avenue, South Miami, Florida 33143 and the initial registered agent shall be George Elias, Jr., Esq., whose address is 777 Brickell Avenue, Suite 1111, Miami, Florida 33131.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no case shall the number of directors be less than one. The names and addresses of the director constituting the initial Board of Directors is:

Albert S. Elias  
7150 S.W. 62nd Avenue  
South Miami, Florida 33143

**ARTICLE VII**  
**OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Albert S. Elias	7150 S.W. 62nd Avenue South Miami, FL 33143	President
George Elias, Jr.	777 Brickell Avenue, Suite 1111 Miami, FL 33131	Secretary

**ARTICLE VIII**  
**INDEMNIFICATION**

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

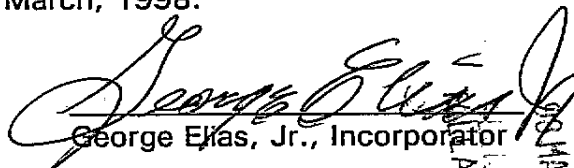
**ARTICLE IX**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X**  
**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is: George Elias, Jr., Esq., 777 Brickell Avenue, Suite 1111, Miami, Florida 33131.

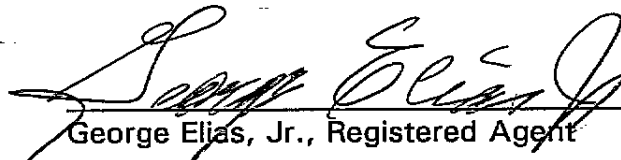
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of March, 1998.

  
George Elias, Jr., Incorporator

**ACCEPTANCE OF REGISTERED AGENT**  
**DESIGNATION IN ARTICLES OF INCORPORATION**

The undersigned acknowledges and accepts the appointment as registered agent contained in the foregoing Articles of Incorporation and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act. The undersigned is familiar with, and accepts the obligations of, §607.0505, Florida Statutes.

Date: March 6, 1998

  
George Elias, Jr., Registered Agent

**FILED**  
MAR 10 PM 12:30  
TALLAHASSEE, FLORIDA