

P98000023793
GRADY W. WHITE, P.A.

ATTORNEY-AT-LAW

121 EAST HIBISCUS BOULEVARD • MELBOURNE, FLORIDA 32901 • TEL (407) 723-3050 • FAX (407) 723-3051

March 10, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 AM 8:57

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

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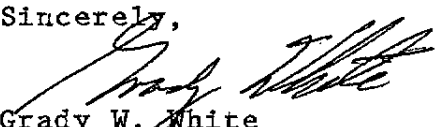
Re: Mr. Earth Realty Inc.

Gentlemen:

Enclosed is my check in the sum of \$122.50 representing filing fee for the above styled corporation.

Thank you for your attention to this filing.

Sincerely,


Grady W. White

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enc

D. BROWN MAR 13 1998

ARTICLES OF INCORPORATION
OF

MR. EARTH REALTY, INC.

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I, the undersigned incorporator, a natural person competent to contract for the purpose of forming a corporation for profit under the general laws of the State of Florida, do hereby certify that:

FIRST ARTICLE

NAME OF CORPORATION: The name of the corporation shall be MR. EARTH REALTY, INC. Its business office shall be located at 121 E. Hibiscus Blvd, Melbourne, Fl 32901.

SECOND ARTICLE

OBJECTS AND PURPOSES: To transact the business of a real estate broker, and in behalf of others, to buy, sell, deal in, lease, rent, and manage real estate and any interest therein.

To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm, or corporation.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

THIRD ARTICLE

CORPORATE POWERS: The corporation shall without limitation have and may exercise all of the corporate powers enumerated in the Florida General Corporation Act or otherwise permitted under the laws of Florida and the United States, including all powers necessary or convenient to effect its purposes, and including all powers so permitted now or in the future.

FOURTH ARTICLE

CAPITAL STOCK: The authorized capital stock shall consist of one thousand shares of common stock, with a par value of .50 cents per share for a total authorized capitalization of five hundred dollars.

It is the intention of the incorporator that the stock of this corporation shall qualify as small business stock under Section 1244 of the Internal Revenue Code.

FIFTH ARTICLE

RESTRICTION OF CAPITAL STOCK TRANSFER: The death or notice of intent to sell his shares on the part of any shareholder shall give rise to successive options on the part of the corporation and thereafter the remaining shareholders, pro rata, to purchase all or any of the shares owned by such shareholder, the option price to be the appraised price. The corporation shall have the first option as to such purchase to the extent of the amount of capital surplus.

Any stock not purchased by the corporation shall be subject to the option of the remaining shareholders.

In the event an increase in the capital stock is authorized, each shareholder shall have a preemptive right to purchase his pro rata share of the new stock.

SIXTH ARTICLE

LOCATION: The registered office of the corporation shall be 121 E. Hibiscus Blvd., Melbourne, Fl 32901. The Registered Agent shall be Martina White of the same address.

SEVENTH ARTICLE

PAID IN CAPITAL: The amount of paid in capital before the beginning of business shall be five hundred dollars.

EIGHTH ARTICLE

EXISTENCE: This corporation shall have perpetual existence.

NINTH ARTICLE

BOARD OF DIRECTORS: Except as otherwise herein provided, the management of the affairs of the corporation shall be vested in its board of directors which shall consist of one or more natural persons to be elected by the stockholders. The stockholders shall have the power to remove directors from office with or without cause, by majority vote; provided, however, that no director may be removed by the stockholders if the vote cast against removal would be sufficient to elect the director at any election of the entire board held at the same time and with the same shareholder attendance. The names and post office addresses of the first board of directors who shall hold office for the first year of the corporation's existence or until their successor shall be duly elected and qualified are as follows:

MARTINA WHITE, 121 E. Hibiscus Blvd, Melbourne, Fl 32901, President

REBECCA KRAMER, same address, Vice Pres. and Secretary

TENTH ARTICLE

ACTION OF STOCKHOLDERS AND DIRECTORS WITHOUT A MEETING: Whenever by any provision of law, the vote of shareholders or directors at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting and vote of shareholders or directors who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such corporate action being taken. However, this section shall not be construed to alter or modify any provisions of law or of the Articles of Incorporation under which the written consent of the holders of less than all outstanding shares is sufficient for corporate action.

ELEVENTH ARTICLE

DEALING WITH CORPORATION: A director or officer of the corporation shall not be disqualified by his office from dealing with or contracting with the corporation, either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any officer or director of any firm of which any director or officer of this corporation is a stockholder, officer or director is in any way interested in such transaction or contract provided that no such transaction or contract is or shall be authorized, ratified or approved without either (a) a vote of majority of a quorum of the directors so interested or (b) by a majority of a quorum of the stockholders entitled to vote at any meeting. No director or officer shall be liable to account to the corporation for any profits realized by, from or through any such transaction or contract authorized, ratified or approved as aforesaid, by reason of the fact that he or she or any firm of which he is a member or any corporation of which he is a stockholder, officer or director, was interested in such transaction or contract. Nothing herein construed or contained shall create liability in the event above described or prevent the authorization, ratification or approval of such contracts in any other manner permitted by law.

TWELFTH ARTICLE

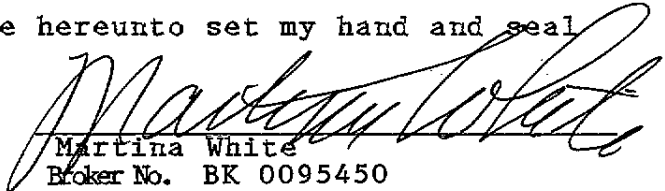
OFFICERS: The proposed officers of the corporation are as follows:

MARTINA WHITE, President
REBECCA KRAMER, Vice President and Secretary

THIRTEENTH ARTICLE

RIGHT TO AMEND: The corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 10th day of March, 1998.


Martina White
Broker No. BK 0095450

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 AM 2:57

Martina White

STATE OF FLORIDA

COUNTY OF BREVARD

On this day before me a notary public in and for said county and state, personally appeared MARTINA WHITE, well known to be the identical person who executed the within Articles of Incorporation and acknowledged to me that she executed the same as her free and voluntary act and deed for the uses and purposes therein contained.

Subscribed and sworn to before me this 10th day of March, 1998.

Elizabeth T. Kegerreis

