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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 AM 10:53

13205 U.S. Highway One, #513
Juno Beach, Florida 33408


March 13, 1998

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

Re: Conservation Services, Inc.

Enclosed please find two (2) executed copies of the Articles of Incorporation for Coonservation Services, Inc. Also enclosed is a check payable to the Secretary of State for \$122.50, the remittance is for - \$35.00 Filing Fee, \$35.00 Registered Agent Fee and \$52.50 for a Certified Copy.

Sincerely,


Ted Girocchio

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D. BROWN MAR 20 1998

ARTICLES OF INCORPORATION

of

Conservation Services, Inc.

(name of corporation)

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Conservation Services, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Ten Thousand shares (10,000) of NO Dollar(s) (\$ NO) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:, as well as the Corporate Office is:

NAME <u>Ted Ginocchio</u>		
ADDRESS <u>13205 U.S.Highway One, Suite 513</u>		
CITY <u>Juno Beach</u>	FLORIDA	ZIP <u>33408</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME <u>Ted Ginocchio</u>		
ADDRESS <u>13205 U.S.Highway One, Suite 513</u>		
CITY <u>Juno Beach</u>	STATE <u>Fl</u>	ZIP <u>33408</u>
NAME <u>David B Havanich Jr.</u>		
ADDRESS <u>1281 N. Ocean Dr. #119</u>		
CITY <u>Singer Island</u>	STATE <u>Fl</u>	ZIP <u>33404</u>
NAME <u>Manfred Guhr</u>		
ADDRESS <u>1400 Village Blvd. #1003</u>		
CITY <u>West Palm Beach</u>	STATE <u>Fl</u>	ZIP <u>33409</u>

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	Ted Ginocchio		
ADDRESS	13205 U.S.Highway One, Suite 513		
CITY	Juno Beach,	STATE	FL ZIP 33408
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 13 day of March, 19 98.

(Seal)

(Seal)

(Seal)

STATE OF FLORIDA)
COUNTY OF _____) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that _____ executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this _____ day of _____, 19 _____.

(Notary Seal)

(Notary Public, State of Florida at Large)

My Commission expires:

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF REGISTERED AGENT
OF

Conservation Services, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 13205 U.S. Highway One, Suite 513

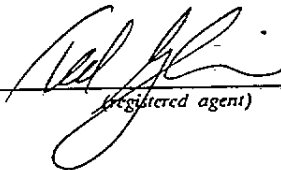
Juno Beach, Fl 33408

has named Ted Ginocchio

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

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


(registered agent)