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MOTHER EARTH INVESTMENT CLUB
Keep Your Green Side Up

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

August 6, 1998

Department of State
Division of Corporations
P. O. Box 6237
Tallahassee, FL 32314

Re: Mother Earth Investment Club, Inc.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for $131.25 for a filing fee, certified copy, and certificate.

Thank you!

Sincerely,

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-08/10/98--01116--010
****131.25 ****131.25

Katherine Russell

Katherine Russell, Registered Agent
Mother Earth Investment Club
600 N. Knowles Avenue, #5
Winter Park, FL 32789
Daytime phone 407/629-5868

CB 8-12-98 7

ARTICLES OF INCORPORATION

OF

MOTHER EARTH INVESTMENT CLUB, INC.

A Florida Corporation

I, the undersigned, for the purposes of forming a Corporation under the laws of the State of Florida, and in compliance with the requirements of the Florida General Corporation Act, hereby certify as follows:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation is:

MOTHER EARTH INVESTMENT CLUB, INC.

The principal office address is:

4214 C Lake Underhill Road
Orlando, Florida 32803

ARTICLE II

CAPITAL STOCK

The Corporation is authorized to issue one thousand (1000) shares of stock, all of one class, at one dollar ($1.00) par value.

ARTICLE III

MEMBERSHIP

Membership in this Corporation shall be limited to persons who have purchased Membership Share Certificates in the Corporation in accordance with the By-Laws of the Corporation. Upon the transfer of a Membership Share Certificate, either voluntarily or by operation of law, the transferee shall become a Member of the Corporation if all the requirements for membership have been met in accordance with the By-Laws of the Corporation.

ARTICLE IV

PERPETUAL EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

REGISTERED AGENT/OFFICE

The name of the initial Registered Agent of this Corporation is:

Ms. Katherine Russell

The street address of the initial registered office of this Corporation is:

600 North Knowles Avenue, Suite 5
Winter Park, Florida 32789

ARTICLE VI

PURPOSE AND POWERS

The specific and primary purposes for which this Corporation is formed are:

A. To inform, educate and train its Shareholder Members in the subject of investment.

B. To invest the assets of the Corporation on behalf of its Shareholder Members.

C. To engage in any activities or business permitted under the laws of the United States and Florida in furtherance of the above.

ARTICLE VII

DIRECTORS

The Powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors, consisting of not less than five (5) persons. The initial number of directors of the Corporation shall be thirteen (13); provided however, that such number may be changed by a By-Law duly adopted.

The directors named herein as the first Board of Directors shall hold office until either the first annual meeting of the membership at which time an election of directors shall be held, or until a special meeting of the membership held for the purpose of electing a new Board of Directors to replace the initial Board. The manner in which the Directors shall be elected will be determined in the By-Laws. The names and addresses of the initial Board of Directors of this Corporation are:

NAME	TITLE	ADDRESS
Patty Baker	Director	847 K. Ballard Street Altamonte Springs, FL 32701
Laura Jones	Director	631 North Hyer Orlando, FL 32803
Karla Kizzort	Director, Asst. Presiding Officer	1024 Gore Drive Oviedo, FL 32765
Terry Martin	Director	2953 Marshfield Orlando, FL 32822
Faye Morgan	Director, Asst. Financial Officer	2820 Elizabeth Avenue Orlando, FL 32804
Jaye Myrick	Director, Presiding Officer	P.O. Box 540252 Orlando, FL 32854
Katy Rosolowski	Director	8673 Vista Point Cove Orlando, FL 32836
Katherine Russell	Director, Financial Officer	600 North Knowles Ave., Suite 5 Winter Park, FL 32789
Laura Simpson	Director, Recording Officer	600 Golfpark Drive Celebration, FL 34747-4628
Jennifer Stults	Member	2895 S. Conroy Road, #333 Orlando, FL 32812
Sharon Wolfe	Director	P.O. Box 2234 Lake Buena Vista, FL 32830

ARTICLE VIII

BY-LAWS

The power to amend or repeal the By-Laws shall be in the Members. The affirmative vote of the majority of the voters present, in person or by proxy, at a meeting at which a quorum has been established, shall be necessary to exercise that power. The power to adopt the first By-Laws of the Corporation, however, shall be in the Board of Directors. A majority vote of the Directors shall be necessary to adopt the first By-Laws. The By-Laws may contain any provisions for the regulation and management of the Corporation which are consistent with Florida Law and these Articles of Incorporation.

ARTICLE IX

AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Members is subject to this reservation. Such amendment may be proposed and adopted in the manner provided by the By-Laws of the Corporation.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Ms. Jaye Myrick
4214 C Lake Underhill Road
Orlando, Florida 32803

The undersigned, being the Incorporator of this Corporation, for the purpose of forming this Corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 11th day of June, 1998.

Jaye Myrick
Jaye Myrick
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, this day, personally appeared Jaye Myrick the person described in and who executed the foregoing instrument, who, being first duly sworn and under oath, acknowledged, before me, that he is the person who executed the foregoing Articles of Incorporation, as Incorporator.

Affiant is personally known to me, or
Affiant produced his/her driver's license
Affiant produced as identification:
personally Known

WITNESS my hand and official seal this 11th day of June, 1998.

Angelina M. Tucker
Signature of Notary Public

Typed or Printed Name of Notary

My commission expires:

STATE OF FLORIDA NOTARY PUBLIC
ANGELINA M. TUCKER
My Comm Exp. 4/02/99
Bonded By Service Ins
No. CC450012
[X] Personally Known [ ] Other I. D.

ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with and hereby accepts the duties and responsibilities as Registered Agent of MOTHER EARTH INVESTMENT CLUB, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 11 day of June, 1998.

Katherine S. Russell
Katherine Russell
Registered Agent

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, this day, personally appeared Katherine Russell, the person described in and who executed the foregoing instrument, who, being first duly sworn and under oath, acknowledged, before me, that he is the person who executed the foregoing Acceptance by Registered Agent.

Affiant is personally known to me, or
✓ Affiant produced his/her driver's license
Affiant produced as identification:
Florida Drivers License R240-510-64-603-0

WITNESS my hand and official seal this 11th day of June, 1998.

Angelina M. Tucker
Signature of Notary Public

STATE OF FLORIDA NOTARY PUBLIC
ANGELINA M. TUCKER
My Comm Exp. 4/02/99
Bonded By Service Ins
No. CC450012
[ ] Personally Known [X] Other I.D.

Typed or Printed Name of Notary

My commission expires: