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LAW OFFICES OF
MATTHEW D. ELLROD, P.A.

PHONE: 727-843-0566

5901 U.S. Highway 19, Suite 7E
New Port Richey, FL 34652

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August 18, 1998

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

400002621864--0
-08/21/98--01042--002
****122.50 ****122.50

Re: EarthStar, Inc. (new incorporation)

Gentlemen:

Enclosed are the following documents in connection with the above-referenced filing of a new corporation:

1. Articles of Incorporation (original and one copy)
2. Check for \$122.50, for:
 - (a) filing fee of \$35.00
 - (b) certified copy fee of \$52.50
 - (c) registered agent fee of \$35.00

Please file the original Articles and return a certified copy to the undersigned.

Thank you for your kind attention to this matter.

Sincerely,

MATTHEW D. ELLROD, P.A.

Matt Ellrod

Matthew D. Ellrod

MDE/me
Encl: as noted

FILED
98 AUG 21 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/24/98
MDE

ARTICLES OF INCORPORATION

OF

EARTHSTAR, INC.

FILED
98 AUG 21 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida general corporations act, adopts the following articles of incorporation for that corporation.

1. NAME: The name of this corporation is EarthStar, Inc.

2. DURATION: The period of its duration is perpetual.

3. PURPOSE: The purpose is to engage in any lawful business permitted under the laws of the United States and Florida.

4. CAPITAL STOCK: The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

5. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered office and agent of this corporation are:

Matthew D. Ellrod
5901 U.S.19, Suite 7E
New Port Richey, FL 34652

6. INITIAL BOARD OF DIRECTORS: This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by an amendment of the bylaws, but shall never be less than one.

The name and address of the initial director of this corporation are:

Laura A. MacDonald
2413 Bayshore Blvd., # 1802
Tampa, FL 33629

7. INCORPORATOR: The name and address of the incorporator signing these articles of incorporation are:

Laura A. MacDonald
2413 Bayshore Blvd., # 1802
Tampa, FL 33629

8. PRINCIPAL OFFICE: The street and mailing address of the principal office of the corporation are:

2413 Bayshore Blvd., # 1802
Tampa, FL 33629

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 17th day of August, 1998.

Laura A. MacDonald

Laura A. MacDonald FDL # M335-521-68-545-0
Incorporator

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for EarthStar, Inc.

Matthew D. Ellrod

Matthew D. Ellrod
Registered Agent

STATE OF FLORIDA
COUNTY OF ~~PASCO~~ Hillsborough

The foregoing instrument was acknowledged before me this 17th day of August, 1998, by Laura A. MacDonald, who is personally known to me or who produced FL DL as identification, as incorporator for EARTHSTAR, INC., a Florida corporation.

Karen L. Falto Rodriguez
KAREN L. FALTO RODRIGUEZ Notary Public

