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DIVISION OF CORPORATIONS  
99 JAN 13 AM 9:58

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

DATE  
1-1-1999

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-01/14/99--01009--005  
\*\*\*\*122.50 \*\*\*\*78.75

Re: Earth sculpt <sup>DR.</sup>, Inc.  
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

Daniel D. Yalton  
(Individual's Name)  
Daniel D. Yalton

Earth Sculpt INC.  
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
42540 Saint Claire Lake Dr.		
DeLand, FL 32720		
PHONE		
(352)	589-1167	N.A.
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

Earth Script Inc.  
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

EARTHSCRIPT INC.

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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 5,000 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
<u>42540 Saint Claire Lake Dr.</u>		
CITY <u>Deland</u>	FLORIDA	ZIP <u>32720</u>

Mailing address, if different

STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME <u>Daniel Dean Yoltan</u>		
ADDRESS <u>42540 Saint Claire Lake Dr.</u>		
CITY <u>Deland</u>	FLORIDA	ZIP <u>32720</u>

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have 2 ( ) 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>Daniel Dean Yoltan</u>		
ADDRESS	<u>42540 St. Claire Lake DR.</u>		
CITY	STATE	ZIP	
<u>Deland</u>	<u>Florida</u>	<u>32720</u>	
NAME	<u>Mary ANN Yoltan</u>		
ADDRESS	<u>42540 Saint Claire Lake DR.</u>		
CITY	STATE	ZIP	
<u>Deland</u>	<u>Florida</u>	<u>32720</u>	
NAME	<u>N.A.</u>		
ADDRESS			
CITY	STATE	ZIP	

**ARTICLE VIII - INCORPORATORS**

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	<u>Daniel Dean Yoltan</u>		
ADDRESS	<u>42540 Saint Claire Lake DR.</u>		
CITY	STATE	ZIP	
<u>Deland</u>	<u>FL.</u>	<u>32720</u>	
NAME	<u>Mary Ann Yoltan</u>		
ADDRESS	<u>42540 Saint Claire Lake DR.</u>		
CITY	STATE	ZIP	
<u>Deland</u>	<u>FL.</u>	<u>32720</u>	
NAME	<u>N.A.</u>		
ADDRESS			
CITY	STATE	ZIP	

The undersigned incorporator(s) have executed these Articles of Incorporation this First day of January, 1999.

Daniel D Yoltan (Signature)

Mary Ann Yoltan (Signature)

N.A. (Signature)

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

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EarthSculpt INC  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 42540 Saint Claire Lake Dr.

DeLand, FL 32720

has named Daniel Dean Yalton

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

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Daniel D. Yalton  
(Signature)

Jan, 1, 1999  
(Date)