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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**ULTIMATE EARTHWORKS, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
ULTIMATE EARTHWORKS, INC.

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

ULTIMATE EARTHWORKS, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

10166 NW 17TH STREET
CORAL SPRINGS, FLORIDA 33071

ARTICLE III CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND (1,000) SHARES HAVING A PAR VALUE OF ONE DOLLAR (1.00) PER SHARE.

ARTICLE IV INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION IS TWO (2). THE NUMBER OF DIRECTORS MAY EITHER BE INCREASED OR DECREASED FROM TIME TO TIME BY AN AMENDMENT OF THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS ARE:

MARK FINNK
3686 NW 16TH STREET, LAUDERHILL, FLORIDA 33311

BRIAN LANNIGAN
3686 NW 16TH STREET, LAUDERHILL, FLORIDA 33311

ARTICLE V INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

RONALD J. WALTERS
10166 NW 17TH STREET, CORAL SPRINGS, FLORIDA 33071

These Articles of Incorporation Prepared by:
R.J. Walters & Company, P.A.
10166 NW 17TH Street, Coral Springs, Florida 33071 (954) 968-8939
Ronald J. Walters

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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

RONALD J. WALTERS
10166 NW 17TH STREET, CORAL SPRINGS, FLORIDA 33071THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS DATE:
JANUARY 10, 1999

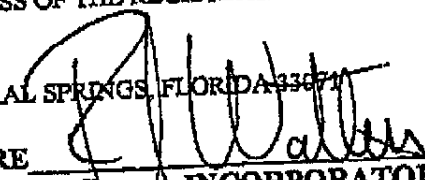
RONALD J. WALTERS, INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICEPURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS ULTIMATE EARTHWORKS, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

RONALD J. WALTERS
10166 NW 17TH STREET, CORAL SPRINGS, FLORIDA 33071

SIGNATURE



TITLE: INCORPORATOR

DATE: JANUARY 10, 1999

HAVING BEEN NAMED REGISTERED AGENT 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 STATEUTES
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.

REGISTERED AGENT

DATE: JANUARY 10, 1999

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