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April 28, 1999

MAY 10"

ROBERT O. BEASLEY
ALAN B. BOOKMAN
T.A. BOROWSKI, JR.
GERALD L. BROWN
A.G. CONDON, JR.
ERICK M. DRICKA
PATRICK G. EMMANUEL
ROBERT A. EMMANUEL
HOLLY V. JURNOVOY

KRAMER A. LITVAK
WM. DOUGLAS MARSH
GERALD MCKENZIE
JOHN W. MONROE, JR.
WANDA W. RADCLIFFE
JILL K. SATTERWHITE
ALAN C. SHEPPARD
CRYSTAL COLLINS SPENCER
WARREN R. TODD

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Your Earth, Inc.

700002873307--2
-05/13/99--01013--005
*****78.75 *****78.75

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation of Your Earth, Inc.
Our firm check in the sum of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	8.75
Registered Agent Fee	<u>35.00</u>
total	\$ 78.75

If you have any questions, please give me a call.

Sincerely yours,

Gerald L. Brown

Gerald L. Brown

FILED
99 MAY 13 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GLB:las
Enclosures

CB
5-17-99
4

**ARTICLES OF INCORPORATION
OF
YOUR EARTH, INC.**

FILED
99 MAY 13 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of the corporation is **YOUR EARTH, INC.**

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 301 Swift Creek Drive, Cantonment, Florida 32533 with a mailing address of 301 Swift Creek Drive, Cantonment, Florida 32533, and the name of the initial registered agent of this corporation at that address is Lisa M. Henry.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS AND SPECIFIC POWERS

This corporation shall have two (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 name and address of the initial directors of this corporation is:

NAME

Lisa M. Henry

ADDRESS

301 Swift Creek Drive
Cantonment, Florida 32533

Louis E. Henry

301 Swift Creek Drive
Cantonment, Florida 32533

No sale, transfer, conveyance, lease or mortgage of any property of the Corporation shall be effective without the written consent of all directors, and all other actions of the Corporation shall require the approval of all directors.

ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these Articles is Lisa M. Henry, 301 Swift Creek Drive, Cantonment, Florida 32533.

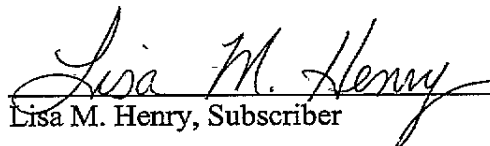
ARTICLE EIGHT - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE NINE - INDEMNIFICATION

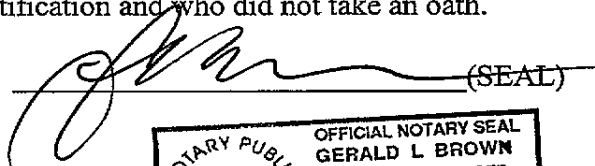
The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

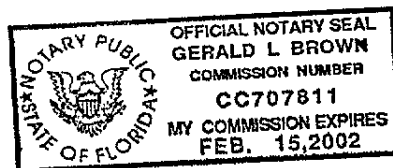
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 6th day of ^{May}~~April~~, 1999.


Lisa M. Henry, Subscriber

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 6th day of ^{MAY}~~April~~, 1999 by Lisa M. Henry, who (☒) is personally known to me or (☐) has produced _____ as identification and who did not take an oath.

 (SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

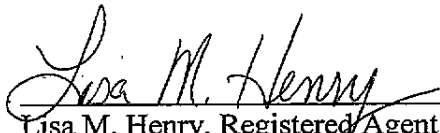
YOUR EARTH, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that YOUR EARTH, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Cantonment, County of Escambia, State of Florida has named Lisa M. Henry located at 301 Swift Creek Drive, City of Cantonment, County of Escambia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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



Lisa M. Henry, Registered Agent

FILED
99 MAY 13 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA