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May 25, 1999

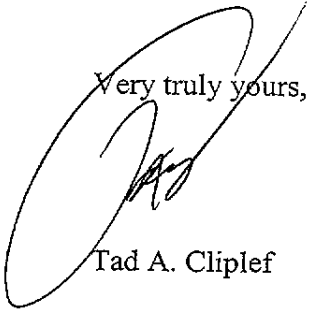
Florida Department of State
Division of Corporations
P.O.B. 6327
Tallahassee FL 32314

Re: THE GRATEFUL DOG, INC.

Dear Clerk:

Enclosed are the Articles of Incorporation and designation of registered agent for my client. I have enclosed \$78.75 to cover the filing fees and a certificate of status. 000002888730--5
99-01080--006
*****78.75 *****78.75

Very truly yours,


Tad A. Cliplef

Enclosures

cc: Lori Gitlitz

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

THE GRATEFUL DOG, INC.

We, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation of a corporation for profit.

ARTICLE I

Name and Principal Address

The name and principal address of the corporation shall be THE GRATEFUL DOG, INC., 4168 Lexington Avenue, Jacksonville, Florida, 32210.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

The general nature of the business to be transacted by this corporation is to do all things which are authorized to be done by corporations organized under the laws of the State of Florida.

ARTICLE IV

Capital Stock

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class, and shall have a par value of one cent (\$0.01) per share.

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share (as nearly as may be done without issuance of fractional shares) at the price at which it

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is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1474 South Third Street, Jacksonville Beach, Florida, 32250-6310, and the initial registered agent for the corporation at that address is Kimberly A. Blankenship, Esq.

ARTICLE VII
Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial board of directors of this corporation are:

NAME

ADDRESS

Lori R. Gitlitz

4168 Lexington Ave
Jacksonville FL 32210

ARTICLE VIII
Officers

The names and street addresses of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

NAME

ADDRESS

Lori R. Gitlitz
President and Secretary

4168 Lexington Ave
Jacksonville FL 32210

Larita Knight
Vice President and Treasurer

4168 Lexington Ave
Jacksonville FL 32210

ARTICLE IX
Subscriber

The name and street address of the subscriber to these articles of incorporation is as follows:

NAME

Kimberly A. Blankenship, Esq.

ADDRESS

1474 South Third Street
Jacksonville Beach FL 32250-6310

ARTICLE X
Indemnification

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

ARTICLE XI
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

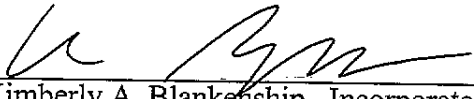
ARTICLE XII
Corporation Business

The business of this corporation shall be conducted by a President, a Secretary and a Treasurer, and such assistants as the Board of Directors may from time to time provide for, and any person may hold two or more of such offices. When stockholders who hold a majority of the stock shall be present at a meeting of this corporation, however called or notified, and shall sign a written consent thereto on the record of the meeting, the acts of such meeting shall be as valued as if legally called and notified. This corporation may prescribe and make such other provisions by proper by-laws as the corporation may desire for the regulation of the business and for the conduct of the affairs of the corporation, and any provision creating, dividing, limiting, and regulating the powers of the corporation, the Directors and Stockholders, including provisions

ARTICLES OF INCORPORATION-EARTH SYSTEMS GROUP, INC.

governing the issuance of stock certificates to replace lost or destroyed stock certificates;
provided such provisions are not contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, the Subscriber and Incorporator has hereunto set his hand
and seal this 25th day of May, 1999.



Kimberly A. Blankenship, Incorporator


DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is THE GRATEFUL DOG, INC.
2. The address of the registered office is 1474 South Third Street, Jacksonville Beach, Florida, 32250.
3. The name of the registered agent at the registered office is Kimberly A. Blankenship.

Dated: May 25, 1999

THE GRATEFUL DOG, INC.



Kimberly A. Blankenship, Incorporator

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TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I, Kimberly A. Blankenship, having been named as registered agent and to accept service of process for the above-named 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.

Dated: May 25, 1999



Kimberly A. Blankenship