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June 15, 1999

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-06/30/99-01038-001
*****78.75 *****78.75

Secretary of State
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: EARTH SURVIVAL, INC..

Gentlemen:

Enclosed is a check in the amount of \$78.75, which includes \$35.00 for the filing fee, \$35.00 for the registered agent fee and \$8.75 for certificate of status. Please return the enclosed copy with certificate attached.

Thank you.

Very truly yours,



Bill E. Parker

BEP/sh
Enclosures

FILED
99 JUN 30 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned hereby associate themselves together for the purpose of becoming a body corporate under the laws of the State of Florida, and do hereby certify, make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, its Articles of Incorporation, to-wit:

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this corporation is EARTH SURVIVAL, INC. Its principal office shall be located at 1555 Vinson Ray Road, Baker, Florida 32531

ARTICLE II. DURATION OF EXISTENCE

This corporation shall exist perpetually unless terminated by lawful dissolution.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of wholesale and retail sales of camping and outdoor survival products and any other business or activity permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue a maximum of One Thousand (1000) shares of stock. The shares of stock authorized shall have a par value of One (1) Dollar per share, which

shall be designated "Common Shares". The consideration to be paid for each share of stock shall be fixed by the shareholders.

ARTICLE V. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Shareholders of this corporation.

ARTICLE VI. ACTION BY WRITTEN CONSENT

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting of such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE VII. 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 or she already holds, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. RESTRICTION OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall contain a provision restricting the transfer of said shares which provides that shares held by the shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders and to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE IX. INCORPORATORS

The name and address of the person(s) signing these Articles of Incorporation are:

Jack Flanders
1555 Vinson Ray Road
Baker, Florida 32531

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1444 Vinson Ray Road, Baker, Florida 32531. The name of the initial registered agent of this corporation at that address is: JAMES BRYAN MORGAN

ARTICLE XI. BY-LAWS

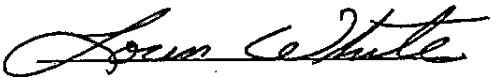
The power to adopt, alter, or amend, or repeal by-laws shall be vested in the Shareholders.

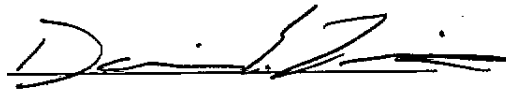
ARTICLE XII. AMENDMENTS

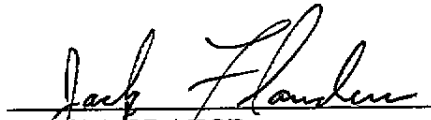
The Shareholders shall have the power to alter, amend or repeal provision of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 11 Day of May, 1999.

WITNESSES:






INCORPORATOR

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, personally appeared JACK FLANDERS known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

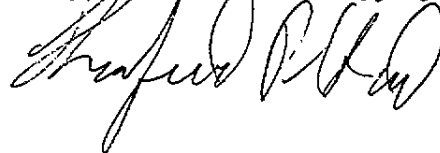
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11 Day of May, 1999.



Shadford P Hubbard
My Commission CC805623
Expires February 1, 2003

Notary Public

My Commission Expires: 02-01-03



**CERTIFICATE OF REGISTERED AGENT
OF
EARTH SURVIVAL, INC.**

FILED
99 JUN 30 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

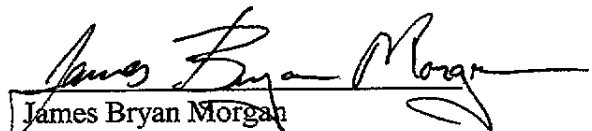
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its office
as indicated in the Articles of Incorporation at 1555 Vinson Ray Road, Baker, Florida 32531 has
named

JAMES BRYAN MORGAN

located at 1444 Vinson Ray Road, Baker, Florida 32531, as its Registered Agent to accept
service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the obligations of
that position, I hereby accept to act in this capacity, and agree to comply with the provisions of
Florida Law in keeping open said office.


James Bryan Morgan
1444 Vinson Ray Road
Baker, Florida 32531

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 7th Day of
June, 1998, by JAMES BRYAN MORGAN, who has produced
As identification or is personally known to me and who did not take an
oath.

 Shadford P. Hubbard
My Commission CC805623
Expires February 1, 2003
Notary Public

My Commission Expires: 02-01-03