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FLORIDA PROFIT CORPORATION OR P.A.

EarthSchools.com, Inc.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION  
OF  
EARTHSCHOOLS.COM, INC.

EFFECTIVE DATE  
11-10-99

The undersigned, acting as incorporator of EarthSchools.com, Inc. (the "Company") under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Company is: EarthSchools.com, Inc. The street address of the initial principal office and the mailing address of the Company is 570 South Ellis Road, Suite 210, Jacksonville, FL 32254.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on November 10, 1999, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION OF EXISTENCE

The Company will exist perpetually.

ARTICLE IV. GENERAL PURPOSES

The general purposes for which the Company has been organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

Prepared by James I. Main  
Florida Bar No. 193367  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202  
904-353-2000

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ARTICLE V. CAPITAL STOCKA. Authorized Shares.

The total number of shares of all classes of stock which the Company shall have authority to issue is 30,000,000 shares, consisting of: (i) 10,000,000 shares of preferred stock having a par value of \$.001 per share (the "Preferred Stock"), and (ii) 20,000,000 shares of common stock having a par value of \$.001 per share (the "Common Stock").

Of the 10,000,000 authorized shares of Preferred Stock, 1,000,000 shares shall be designated Series A Preferred Stock.

The Series A Preferred Stock and the Common Stock shall have the powers, preferences, relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, set forth in Sections B, C, D and E of this Article V set forth below, respectively.

Except as expressly stated herein to the contrary with respect to Series A Preferred Stock, Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated in the resolutions providing for the establishment of such series adopted by the Board of Directors of the Company as hereinafter provided. Except as otherwise expressly stated herein or in the resolution or resolutions providing for the establishment of a series of Preferred Stock, any shares of Preferred Stock that may be redeemed, purchased or acquired by the Company may be reissued except as otherwise expressly provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of stock for the purpose of voting by classes unless expressly provided in the resolution or resolutions providing for the establishment thereof.

The Company's Board of Directors is hereby authorized, except as expressly stated herein to the contrary with respect to Series A Preferred Stock, to determine by resolution or resolutions authorizing the issuance of any Preferred Stock, the rights, preferences and privileges of such Preferred Stock including restrictions, limitations and qualifications thereto. Specifically, the Board of Directors is authorized to issue, from time to time, such shares of Preferred Stock in one or more series, and, in connection with the establishment of any such series, other than Series A Preferred Stock, by resolution or resolutions, to determine and fix for each series such dividend rights, dividend rate, conversion rights, class voting rights, full or limited, or no voting rights, terms of redemption, redemption prices and liquidation preferences, and such other powers, designations, preferences and relative, participating, optional and other rights of the Preferred Stock issued and the qualifications, limitations and restrictions thereof.

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**B. Dividends.**

1. Series A Preferred. Except as expressly provided herein, the holders of the Series A Preferred Stock shall not be entitled to receive dividends. In the event a dividend on the Common Stock is declared by the Board of Directors of the Company, each holder of each share of Series A Preferred Stock is entitled to receive a dividend for each share of Common Stock into which such share of Series A Preferred Stock could be converted on the date of declaration of any dividend on the Common Stock.

2. Common Stock. Dividends may be declared by the Board of Directors on outstanding shares of the Common Stock in accordance with applicable law and, upon liquidation, each holder of the Common Stock will share ratably in all assets available for distribution after provision is made for creditors and the holders of Preferred Stock.

3. Dividends Noncumulative. Dividends on shares of Common Stock and Series A Preferred Stock under this Section V.B. shall be payable when, as and if declared by the board of directors of the Company, and shall not be cumulative, and no right to dividends shall accrue to holders of Common Stock or Series A Preferred Stock under this Section V.B. unless and until a dividend is declared by the Board of Directors.

C. Liquidation Preference. In the event of any liquidation, dissolution, or winding up of the Company, either voluntary or involuntary, distributions to the shareholders of the Company shall be made in the following manner:

1. Series A Preferred Stock Preference. The holders of Series A Preferred Stock shall be entitled to receive prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of Common Stock of the Company, an amount equal to \$.05 per share plus a further amount equal to any dividends declared but unpaid on such shares (the "Series A Preference"). If upon such liquidation, dissolution or winding up of the Company, the assets and funds of the Company are insufficient to permit the payment of the Series A Preference and the preference of any other series of Preferred Stock on a parity therewith, the entire assets and funds legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock and the holders of any other series of Preferred Stock on a parity with the Series A Preferred Stock in proportion to the amount of Series A Preference and the preference of any other series of Preferred Stock on a parity therewith owned by each such holder. Notwithstanding any other provision herein to the contrary, the Series A Preferred shall at least have parity with the liquidation preference of any other series of Preferred Stock.

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2. Remaining Assets. After payment or setting apart of payment of the Series A Preference and any other amounts payable to the holders of the other Preferred Stock, the remaining assets and funds of the Company shall be distributed ratably among the holders of Common Stock in proportion to the amount of Common Stock owned by each such holder.

3. Reorganization or Merger. A merger or reorganization of the Company with or into any other corporation or corporations or a sale of all or substantially all of the assets of the Company, in which transaction the Company's shareholders immediately prior to such transaction own immediately after such transaction less than 50% of the equity securities of the surviving corporation or its parent, shall be deemed to be a liquidation, dissolution or winding up of the Company within the meaning of this Section V.C.; provided that the holders of Series A Preferred Stock and Common Stock shall be paid in cash or in securities received or in a combination thereof (which combination shall be in the same proportions as the consideration received in the transaction). Any securities to be delivered to the holders of the Series A Preferred Stock and Common Stock upon a merger, reorganization or sale of substantially all of the assets of the Company shall be valued as follows:

(a) Securities not subject to investment letter or other similar restrictions on free marketability:

(i) If traded on a securities exchange or the NASDAQ Stock Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the 30-day period ending three (3) days prior to the closing;

(ii) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the 30-day period ending three (3) days prior to the closing; and

(iii) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the board of directors of this Company.

(b) The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an appropriate discount from the market value determined as above in Section V(D)(3)(a)(i),(ii) or (iii) to reflect the approximate fair market value thereof, as determined in good faith by the board of directors of this Company.

4. In the event the requirements of Section V.C. are not complied with, the Company shall forthwith either:

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(a) cause such closing to be postponed until such time as the requirements of this Section C have been complied with, or

(b) cancel such transaction, in which event the rights, preferences, privileges and restrictions of the holders of the Series A Preferred Stock shall revert to and be the same as such rights, preferences, privileges and restrictions existing immediately prior to the date of the first notice referred to in Section V.C.5. hereof.

5. The Company shall give each holder of record of Series A Preferred Stock written notice of such a Section V.C.3. transaction not later than twenty (20) days prior to the shareholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section V.C., and the Company shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after the Company has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of a majority of the shares of Preferred Stock then outstanding.

D. Voting Rights.

1. General. Except as otherwise required by law, the holder of each share of Common Stock issued and outstanding shall have one vote and the holder of each share of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such share of Series A Preferred Stock could be converted at the record date for determination of the shareholders entitled to vote on such matters, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited, such votes to be counted together with all other shares of the Company having general voting power and not separately as a class. Fractional votes by the holders of Series A Preferred Stock shall not, however, be permitted and any fractional voting rights shall (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) be rounded to the nearest whole number.

2. Election of Directors. At each election of directors, the holders of the Common Stock, the Series A Preferred Stock and all other classes of Preferred Stock granted the right to vote with the Common Stock for the election of directors, voting together as a single class, shall be entitled to elect the members of Company's board of directors not elected exclusively by the holders of other series of Preferred Stock.

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E. Conversion. The holders of the Series A Preferred Stock have conversion rights as follows (the "Conversion Rights"):

1. Preferred's Option to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, which option may only be exercised within two (2) years after the date of issuance of such share, at the office of the Company or any transfer agent for the Series A Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Issuance Price by the Conversion Price, determined as hereinafter provided, in effect at the time of the conversion (the "Conversion Rate"). The Issuance Price for the Series A Preferred Stock shall be \$.05 per share. The Conversion Price for the Series A Preferred Stock shall initially be \$.05 per share. Such initial Conversion Price shall be subject to adjustment as hereinafter provided.

2. Company's Right to Convert. At any time on or after the closing date upon which the Company shall have received, after issuance of the Series A Preferred Stock, cumulative additional equity contributions in the amount of \$500,000 or more, the Company has the right to require each holder of Series A Preferred Stock to convert, in the manner described in Section E(1) herein, into such number of fully paid and nonassessable shares of Common Stock.

3. Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Price (i) immediately prior to the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Company to the public in which the public offering price exceeds (prior to underwriter's discounts or commissions and offering expenses) \$.25 per share (adjusted for any subsequent stock splits, stock dividends, reclassifications or recapitalizations) and the aggregate gross proceeds raised exceeds \$10,000,000 or (ii) the date upon which the Company obtains the consent of the holders of a majority of the shares of Series A Preferred Stock then outstanding. In the event of the automatic conversion of the Series A Preferred Stock upon a public offering as aforesaid, the person(s) entitled to receive the Common Stock issuable upon such conversion of Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities.

4. Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock and to receive certificates therefor, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Company at such office that such holder elects to convert the same; provided,

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however, that in the event of an automatic conversion pursuant to Section E(3), the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Company or its transfer agent, and provided further that the Company shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Series A Preferred Stock are either delivered to the Company or its transfer agent as provided above, or the holder notifies the Company or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection with such certificates. The Company shall, as soon as practicable after such delivery, or such agreement and indemnification in the case of a lost certificate, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, or in the case of automatic conversion on the date of closing of the offering and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

5. Fractional Shares. In lieu of any fractional shares to which the holder of Series A Preferred Stock would otherwise be entitled, the Company shall pay cash equal to such fraction multiplied by the then effective Conversion Price. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock of each holder at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

6. Adjustment of Conversion Price. The Conversion Price of the Series A Preferred Stock shall be subject to adjustment from time to time as follows:

(a) If the number of shares of Common Stock outstanding at any time after the date hereof is increased by a stock dividend payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock, then, on the date such payment is made or such change is effective, the Conversion Price of the Series A Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of any shares of the Series A Preferred Stock shall be increased in proportion to such increase of outstanding shares.

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(b) If the number of shares of Common Stock outstanding at any time after the date hereof is decreased by a combination of the outstanding shares of Common Stock, then, on the effective date of such combination, the Conversion Price of the Series A Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of any shares of the Series A Preferred Stock shall be decreased in proportion to such decrease in outstanding shares.

(c) In case the Company shall distribute cash upon its Common Stock or shall distribute to holders of its Common Stock shares of its capital stock (other than Common Stock), stock or other securities of other persons, evidences of indebtedness issued by the Company or other persons, assets or options or rights (including options to purchase and rights to subscribe for Common Stock or other securities of the Company convertible into or exchangeable for Common Stock), and such distribution is not deemed to be a payment of dividends under Section B above, then, in each such case, the holders of shares of the Series A Preferred Stock shall, concurrent with the distribution to holders of Common Stock, receive a like distribution based upon the number of shares of Common Stock into which such Series A Preferred Stock is then convertible.

(d) In case, at any time after the date hereof, of any capital reorganization, or any reclassification of the stock of the Company (other than as a result of a stock dividend or subdivision, split-up or combination of shares covered by Section E(6)(a) or (b) above), or the consolidation or merger of the Company with or into another person (other than a consolidation or merger in which the Company is the continuing entity and which does not result in any change in the Common Stock or a consolidation or merger where Section C applies), the shares of the Series A Preferred Stock shall, after such reorganization, reclassification, consolidation, merger, sale or other disposition, be convertible into the kind and number of shares of stock or other securities or property of the Company or otherwise to which such holder would have been entitled if immediately prior to such reorganization, reclassification, consolidation, merger, sale or other disposition such holder had converted its shares of the Series A Preferred Stock into Common Stock. The provisions of this clause (vi) shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or other dispositions.

(e) All calculations under this Section E shall be made to the nearest cent or to the nearest one hundredth (1/100) of a share, as the case may be.

(f) For the purpose of any computation pursuant to this Section E(6), the "Current Market Price" at any date of one share of Common Stock, shall be deemed to be the average of the closing prices over the preceding twenty (20) business days as furnished by *The Wall Street Journal* (or equivalent recognized source of quotations); provided, however, that if the Common Stock is not traded in such manner that the quotations referred to in this clause (viii) are

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available for the period required hereunder, Current Market Price shall be determined in good faith by the board of directors of the Company.

(g) Minimal Adjustments. No adjustment in the Conversion Price for the Series A Preferred Stock need be made if such adjustment would result in a change in the Conversion Price of less than \$0.01. Any adjustment of less than \$0.01 which is not made shall be carried forward and shall be made at the time of and together with any subsequent adjustment which, on a cumulative basis, amounts to an adjustment of \$0.01 or more in the Conversion Price.

(h) No Impairment. The Company will not through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but will at all times in good faith assist in the carrying out of all the provisions of this Section E and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment. This provision shall not restrict the Company's right to amend its Articles of Incorporation with the requisite Shareholder consent.

(i) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Rate for the Series A Preferred Stock pursuant to this Section E, the Company at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of the Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Company shall, upon written request at any time of any holder of the Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) all such adjustments and readjustments, (ii) the Conversion Rate at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of such holder's shares of the Series A Preferred Stock.

(j) Notices of Record Date and Proposed Liquidation Distribution. In the event of any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property or to receive any other right, the Company shall mail to each holder of the Series A Preferred Stock at least twenty (20) days prior to such record date, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution or right, and the amount and character of such dividend, distribution or right. In the event of a liquidation

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distribution pursuant to Section C hereof, the Company shall mail to each holder of the Series A Preferred Stock at least twenty (20) days prior to the date of such distribution a notice (i) certifying as to (x) the anticipated aggregate proceeds available for distribution to holders of the Series A Preferred Stock and Common Stock, (y) the amount expected to be distributed pursuant to Section C in respect of each share of Series A Preferred Stock and each share of Common Stock and (z) the amount expected to be distributed pursuant to Section C in respect of each share of Series A Preferred Stock if the holder of each such share of Series A Preferred Stock converted such share of Series A Preferred Stock into Common Stock immediately prior to the liquidation distribution and (ii) stating that in connection with such liquidation distribution the holders of shares of Series A Preferred Stock may prior to such liquidation distribution convert their shares of Series A Preferred Stock into Common Stock at the applicable Conversion Rate for such series. In the event the Series A Preferred Stock elects to convert into Common Stock in connection with an actual or deemed liquidation, dissolution or winding up of the Company, pursuant to Section C above, such conversion shall be conditional upon the occurrence of such actual or deemed liquidation, dissolution or winding up, as defined in Section C above.

(k) Notices. Any notice required by the provisions of this Article V to be given to the holders of shares of the Series A Preferred Stock shall be deemed given upon personal delivery, by confirmed facsimile, upon delivery by nationally recognized courier or three business days after deposit in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the Company's books.

(l) Reservation of Stock Issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(m) Reissuance of Converted Shares. No shares of Series A Preferred Stock which have been converted into Common Stock after the original issuance thereof shall ever again be reissued and all such shares so converted shall upon such conversion cease to be a part of the authorized shares of the Company.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Company has two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names of the initial directors are:

Clark D. Schaffer  
Charles H. Heugel II

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
James L. Main, Esq.	50 N. Laura Street, Suite 3900 Jacksonville, FL 32201

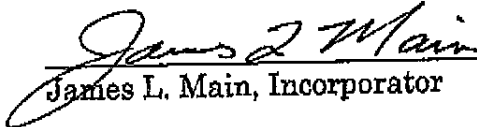
ARTICLE IX. INDEMNIFICATION

A. The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

B. The Company by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its board of directors, in its sole discretion, may advance

indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

  
James L. Main, Incorporator

#### ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Intrastate Registered Agent Corporation

Dated: November 10, 1999

By:   
Donald W. Wallis, Vice President

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