

THE ACCOUNTING OFFICE
OF
SMALLEY & COMPANY, P.A.
A PROFESSIONAL ASSOCIATION

1527 E. CONCORD STREET, ORLANDO, FLORIDA 32803

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November 29, 1999

99000105396

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

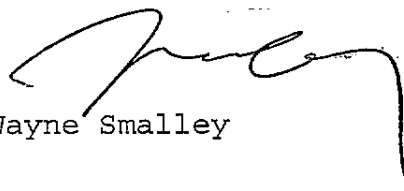
Re: Earth X, Inc.

Gentlemen:

Enclosed are the Articles of Incorporation for the above referenced proposed corporation; and, we enclose our check in the amount of \$ 70.00 in payment of the Corporate Filing Fee and Registered Agent Designation for this proposed corporation.

Please send the acceptance documentation to our office at the address above.

Sincerely yours,


Wayne Smalley

FILED
99 DEC -2 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN DEC - 6 1999

ARTICLES OF INCORPORATION
OF
EARTH X, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be Earth X, Inc.

ARTICLE II
PURPOSE

This corporation is formed for the purpose of transacting any and all lawful business for which corporations may become incorporated in the State of Florida.

ARTICLE III
DURATION

This corporation shall commence business on the day of the acceptance of these Articles of Incorporation and shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV
PRINCIPAL OFFICE & MAILING ADDRESS

The principal place of doing business of this corporation shall be:

6717 Banner Lk Cir, Orlando, FL 32825

The Mailing address of this corporation is:

Post Office Box 617356, Orlando, FL 32861

ARTICLE V
SHARES

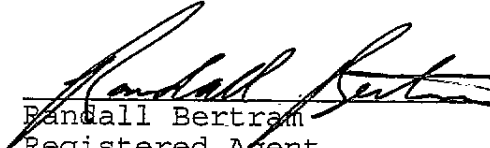
This corporation shall be authorized to have 7,500 shares of \$ 1.00 Par Value Common Stock outstanding at any one time.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this corporation is:

Randall Bertram, 6717 Banner Lk Cir, Orlando, FL 32825

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles, 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.


Randall Bertram
Registered Agent

99 DEC -2 PM 3:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially; however, that number may be changed from time to time by the By-Laws. The name and address of the initial director is:

Randall Bertram, 6717 Banner Lk Cir, Orlando, FL 32825

ARTICLE VIII
INITIAL OFFICERS

The initial officer of this corporation is:

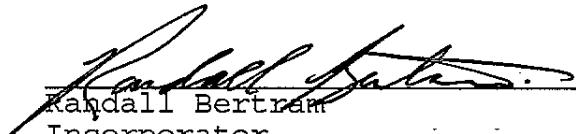
President: Randall Bertram
6717 Banner Lk Cir
Orlando, FL 32825

ARTICLE IX
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Randall Bertram, 6717 Banner Lk Cir, Orlando, FL 32825

The undersigned incorporator has executed these Articles of Incorporation this 29th day of November, 1999.



Randall Bertram
Incorporator