

CERTIFICATE OF INCORPORATION
OF
NATURAL EARTH TECHNOLOGIES, INC.

FIRST: The name of the Corporation is:
NATURAL EARTH TECHNOLOGIES, INC.

SECOND: The address of the Corporation's registered office in the State of Delaware is 32 Loockerman Square, Suite L-100, in the City of Dover, County of Kent. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is eleven million (11,000,000) shares, of which ten million (10,000,000) shares shall be Common Stock, par value \$.001 per share, and one million (1,000,000) shares shall be Preferred Stock, par value \$.001 per share.

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation is hereby expressly authorized to provide, by resolution or resolutions duly adopted by it prior to issuance, for the creation of each such series and to fix the designation and the powers,

preferences, rights, qualifications, limitations and restrictions relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determining the following:

(a) the designation of such series, the number of shares to constitute such series and the stated value if different from the par value thereof;

(b) whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;

(c) the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of Preferred Stock;

(d) whether the shares of such series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;

(e) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(f) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relating to the operation thereof;

(g) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of Preferred Stock or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(h) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of Preferred Stock;

(i) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of Preferred Stock or of any other class; and

(j) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions, thereof.

The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereof shall be cumulative.

FIFTH: The name and address of the sole incorporator is as follows:

<u>Name</u>	<u>Address</u>
Ralph D. Mosley, Jr.	405 Lexington Avenue New York, New York 10174

SIXTH: Unless required by law or determined by the chairman of the meeting to be advisable, the vote by stockholders on any matter, including the election of directors, need not be by written ballot.

SEVENTH: The Corporation reserves the right to increase or decrease its authorized capital stock, or any class or series thereof, and to reclassify the same, and to amend, alter, change or repeal any provision contained in the Certificate of Incorporation under which the Corporation is organized or in any

amendment thereto, in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders in said Certificate of Incorporation or any amendment thereto are granted subject to the aforementioned reservation.


EIGHTH: The Board of Directors shall have the power at any time, and from time to time, to adopt, amend and repeal any and all By-laws of the Corporation.

NINTH: All persons who the Corporation is empowered to indemnify pursuant to the provisions of Section 145 of the General Corporation Law of the State of Delaware (or any similar provision or provisions of applicable law at the time in effect), shall be indemnified by the Corporation to the full extent permitted thereby. The foregoing right of indemnification shall not be deemed to be exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors, or otherwise. No repeal or amendment of this Article NINTH shall adversely affect any rights of any person pursuant to this Article NINTH which existed at the time of such repeal or amendment with respect to acts or omissions occurring prior to such repeal or amendment.

TENTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for any monetary damages for breaches of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty

of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the General Corporation Law of the State of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit. No repeal or amendment of this Article TENTH shall adversely affect any rights of any person pursuant to this Article TENTH which existed at the time of such repeal or amendment with respect to acts or omissions occurring prior to such repeal or amendment.

The undersigned incorporator hereby affirms that the statements made herein are true under penalties of perjury, and is hereby executing this Certificate of Incorporation this 6th day of January, 1992.



Ralph D. Mosley Sr. (L.S.)

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NATURAL EARTH TECHNOLOGIES, INC.

Adopted in accordance with the provisions
of Section 241 of the General Corporation
Law of the State of Delaware

The undersigned, being the sole incorporator of NATURAL EARTH TECHNOLOGIES, INC. (the "Corporation"), a corporation existing under the laws of the State of Delaware, does hereby certify as follows:

FIRST: That the Certificate of Incorporation of said Corporation has been amended as follows by striking out the whole of Article FIRST thereof as it now exists and inserting in lieu and instead thereof a new Article FIRST, reading as follows:

"FIRST: The name of the Corporation is:
NET DELAWARE, INC."

SECOND: That the Corporation has not received any payment for any of its stock and that such amendment has been duly adopted by the written consent of the sole incorporator of the Corporation in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware.

The undersigned incorporator affirms, under the penalties of perjury, that the foregoing instrument is the act and deed of the Corporation and the facts stated therein are true.

Dated: January 8, 1992

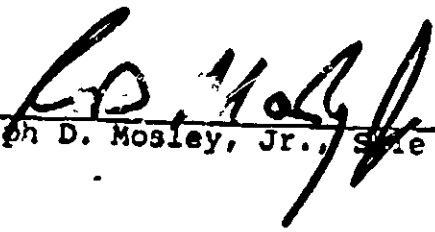

Ralph D. Mosley, Jr., Sole Incorporator

EXHIBIT 3.1
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
U.S. HOME & GARDEN INC.

Adopted in accordance with the provisions of Section 242
of the General Corporation Law of the State of Delaware

THE UNDERSIGNED, being a duly authorized officer of U.S. Home & Garden Inc., a corporation existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. That the Certificate of Incorporation of the Corporation has been amended as follows by striking out Article FIRST as it now exists and inserting in lieu and instead thereof a new Article FIRST reading as follows:

"FIRST: The name of the Corporation is:

IONATRON, INC."

2. That the Certificate of Incorporation of the Corporation has been further amended as follows by striking out the first sentence of Article FOURTH as it now exists and inserting in lieu and instead thereof a new first sentence of Article FOURTH reading as follows:

"The total number of shares of capital stock which the Corporation shall have authority to issue is One Hundred One Million (101,000,000), consisting of One Hundred Million (100,000,000) shares of Common Stock, par value \$.001 per share ("Common Stock"), and One Million (1,000,000) shares of Preferred Stock, par value \$.001 per share ("Preferred Stock")."

3. That the Certificate of Incorporation of the Corporation has been further amended as follows by inserting a new Article ELEVENTH reading as follows:

"ELEVENTH: 1. The number of directors comprising the Board of Directors shall be such number as may be from time to time fixed by resolution of the Board of Directors. Commencing with the first annual meeting of stockholders held after the adoption of this Article Eleventh, the directors shall be classified in respect to the time for which they shall severally hold office, by dividing them into three classes. The number of directors in each class shall be as nearly equal as possible. At each annual election, any vacancy in any class may be filled and the successors to the directors of the class whose terms shall expire in that year shall be elected to hold office for the term of three years, and the term of office of one class of directors shall expire in each year. In the event the number of directors is increased, election may be made to a class of directors with terms expiring in three years or less in order to maintain proportionate equality between the classes.

2. The directors shall be elected by the holders of shares of stock of the Corporation entitled to vote on the election of directors, and directors shall be elected by a plurality vote. The directors shall be divided into three classes, designated as Class I, Class II and Class III as set forth in Section 1 of this Article ELEVENTH. Commencing with the first annual meeting of stockholders held after the adoption of this Article ELEVENTH, the Class I directors shall serve until the following annual meeting of stockholders, the Class II directors until the next successive annual meeting of stockholders, and the Class III directors until the third annual meeting of stockholders, in each case, until their successor(s) are duly elected and qualified. At each annual meeting of stockholders commencing with the first annual meeting following the adoption of this Article ELEVENTH each of the successors to the Directors of the Class whose term shall have expired that year shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his term expires and until the successor shall be elected and shall qualify, subject, however to prior death, resignation, retirement, disqualification or removal from office. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, shall be filled for the unexpired term by the concurring vote of a majority of the directors then in office, whether or not a quorum, and any director so chosen shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified."

4. That such amendments have been duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware by the affirmative vote of the holders of a majority of the stock entitled to vote at a meeting of stockholders.

Dated: April 29, 2004

U.S. HOME & GARDEN INC.

By: /s/ Thomas C. Dearmin

Name: Thomas C. Dearmin

Title: President

CERTIFICATE OF OWNERSHIP AND MERGER

OF

APPLIED ENERGETICS, INC.

INTO

IONATRON, INC.

Adopted in accordance with the provisions of Section 253 of the Delaware General Corporation Law

IONATRON, INC., a Delaware corporation, desiring to merge with APPLIED ENERGETICS, INC., a Delaware corporation, pursuant to the provisions of Section 253 of the Delaware General Corporation Law, hereby certifies as follows:

1. Ionatron, Inc. is a corporation formed under the laws of the State of Delaware (the "Corporation").

2. The Corporation is the owner of all of the outstanding shares of each class of stock of Applied Energetics, Inc., a corporation formed under the laws of the State of Delaware.

3. On February 8, 2008, the Board of Directors of the Corporation adopted the following resolutions to merge Applied Energetics, Inc. into the Corporation:

"WHEREAS, the Corporation owns 100% of the issued and outstanding common stock of the Applied Energetics, Inc. ("Subsidiary"); and

WHEREAS, it is in the best interests of the Corporation to merge the Subsidiary with and into the Corporation in order that all the estate, property, rights, privileges and franchises of the Subsidiary shall vest in and be possessed by the Corporation;

NOW, THEREFORE, be it:

RESOLVED, that the Board of Directors of the Corporation hereby approves and adopts the following plan to merge the Subsidiary into the Corporation:

1. The name of the corporation proposing to merge is Applied Energetics, Inc. (the "Subsidiary") and the name of the surviving corporation is Ionatron, Inc.

(the "Corporation")

2. The Subsidiary shall merge into the Corporation and upon the effective date of such merger the Subsidiary shall cease to exist and shall no longer exercise its powers, privileges and franchises subject to the laws of the State of Delaware. The Corporation shall succeed to the property and assets of and exercise all the powers, privileges and franchises of the Subsidiary and shall assume and be liable for all of the debts and liabilities, if any, of the Subsidiary.

3. The shares of the Subsidiary shall not be converted as a result of the merger, but shall be cancelled, and the authorized capital stock of the Corporation shall be and remain the same as before the merger.

4. The Certificate of Incorporation of the Corporation shall be amended to change the name of the Corporation to Applied Energetics, Inc. upon the effective date of the merger.

and further

RESOLVED, that the President of the Corporation, or such other officer of the Corporation designated by the President, is hereby authorized to execute, in the name of the Corporation, a Certificate of Merger, and to file such Certificate in the Office of the Secretary of State of the State of Delaware, and to do all the other acts and things that may be necessary to carry out and effectuate the purpose of these resolutions."

4. The effective time and date of the merger shall be 8:00 A.M., February 20, 2008.

IN WITNESS WHEREOF, IONATRON, INC. has caused this Certificate to be executed by its duly authorized officer thereunto duly authorized this 13th day of February, 2008.

IONATRON, INC.
(a Delaware corporation)

By:/s/ Dana A. Marshall
Name: Dana A. Marshall
Title: Chief Executive Officer and
President

[As Filed: 2008-02-20]