

P95000042544

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

OFFICE USE ONLY

FILED
 95 JUN -1 11:11:59
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

40000015000014
 11/2/95
 ****123.50 ****123.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GC1 Acquisition Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in
 Pick up time 2:00
 Mail out
 Will wait
 Photocopy
 Certified Copy
 Certificate of Status

6-1-95

RECEIVED
 95 JUN -1 11:11:39
 OFFICE OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

5/6/11

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
GCI ACQUISITION CORP.**

The undersigned, acting as incorporator of GCI ACQUISITION CORP. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

GCI Acquisition Corp.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

1000 Wilbraham Road
Springfield, MA 01109

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on the date these Articles of Incorporation are executed, 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 IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

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

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has one (1) director 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 name of the initial director is William M. Bocchino.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

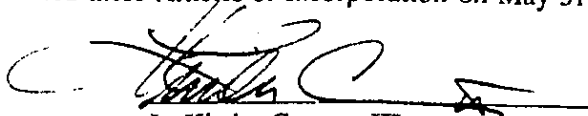
<u>Name</u>	<u>Address</u>
L. Kinder Cannon III	50 N. Laura Street, Suite 3900 Jacksonville, Florida 32202

ARTICLE VIII. INDEMNIFICATION

(a) The corporation 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 corporation 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 corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation 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 corporation 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 corporation 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 corporation 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 corporation or its subsidiaries. The corporation 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 corporation 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 corporation 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 on May 31, 1995.


L. Kinder Cannon III
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, a Florida corporation

Dated: May 31, 1995

By: Donald W. Wallis
Donald W. Wallis, Vice President
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 JUN -1 AM 11:59
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95 OCT 18 11:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rogers, Towers, Bailey, Jones & Gay

(Requestor's Name)

106 South Monroe St

(Address)

Tallahassee, Florida 32301

(City, State, Zip)

(Phone #)

(904) 222-7200 - Pat

OFFICE USE ONLY

300001616973
-10/23/95--01018--009
*****87.50 *****87.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Carl Acquisition Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 10:15-95 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
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<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**file a copy as stamped - filed copy.*

File 2nd

N. HENDRICKS OCT 18 1995

Examiner's Initials

ARTICLES OF AMENDMENT NO. 1
TO THE ARTICLES OF INCORPORATION OF
GCI ACQUISITION CORP.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to Section 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of GCI ACQUISITION CORP. (the "Corporation"), are hereby amended according to these Articles of Amendment:

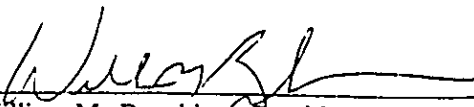
FIRST: The name of the Corporation is GCI Acquisition Corp.

SECOND: The Articles of Incorporation shall be amended to delete Article I in its entirety and replace it with the following:

The name of the Corporation is Groundwater Control, Inc.

THIRD: The foregoing amendment was adopted by written consent of the shareholders and directors of the Corporation, constituting a sufficient number of votes for the amendment to be approved in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on October 11, 1995.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument this 11th day of October, 1995.



William M. Bocchino, President

P95000042544

JOSEPH J. BASILE, JR.
ATTORNEY AT LAW

MEADOW PLACE
200 NORTH MAIN STREET
EAST LONGMEADOW, MASSACHUSETTS 01028

TELEPHONE (413) 525-8630
TELECOPIER (413) 525-4441
E-MAIL BASILELAW@AOL.COM

September 30, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300001961543
-10/01/96--01150--001
*****70.00 *****70.00

Re: Merger of WHJ Construction Group, Inc., a Massachusetts corporation,
into Groundwater Control, Inc., a Florida corporation

Dear Sir or Madam:

I have enclosed the following in connection with the above merger pursuant
to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act:

1. Original and one exact copy of Articles of Merger;
2. Check in the amount of \$70 in payment of the filing fees for the Articles
of Merger.

I would appreciate your accepting this document for filing and acknowledg-
ing your filing of the document by returning the copy of the Articles of Merger,
stamped "filed" together with the date and time of filing, to me in the enclosed
self-addressed, stamped envelope.

Thank you in advance for your assistance. If you have any questions,
please do not hesitate to call me.

Sincerely,

Joseph J. Basile, Jr.
Joseph J. Basile, Jr.

SH 10/1

JJB/s
encls.

cc: Mr. William M. Bocchino

FILED
96 OCT -1 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

**WHJ CONSTRUCTION GROUP, INC., a Massachusetts corporation not qualified
in Florida**

INTO

GROUNDWATER CONTROL, INC., a Florida corporation, P95000042544.

File date: October 1, 1996

Corporate Specialist: Steven Harris

ARTICLES OF MERGER
OF
GROUNDWATER CONTROL, INC.

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, Groundwater Control, Inc., a Florida corporation, and WHJ Construction Group, Inc., a Massachusetts corporation, execute the following Articles of Merger:

Article I - Plan of Merger

(a) On the effective date of the merger, WHJ Construction Group, Inc., a Massachusetts corporation ("WHJ"), shall be merged into Groundwater Control, Inc., a Florida corporation ("GCI"), GCI shall be the surviving corporation, and in such capacity is hereinafter sometimes referred to as the "Surviving Corporation" and (c) the separate existence of WHJ shall cease.

(b) The Articles of Incorporation and By-Laws of GCI, as in effect on the effective date of the merger, shall be the Articles of Incorporation and By-Laws, respectively, of the Surviving Corporation. The directors and officers of GCI shall continue to serve as the directors and officers of the Surviving Corporation, until their resignation or removal or until their successors have been elected and qualified.

(c) On the effective date of the merger, (i) each share of Common Stock, without par value, of WHJ ("WHJ Common Stock"), then issued and outstanding shall be converted into one issued and outstanding share of GCI Common Stock; (ii) each share of Series A Preferred Stock, par value \$100.00 per share, of WHJ ("WHJ Series A Stock"), then issued and outstanding shall be converted into one issued and outstanding share of GCI Common Stock; and (iii) each share of Series B Preferred Stock, par value \$100.00 per share, of WHJ ("WHJ Series B Stock"), then issued and outstanding shall be converted into one issued and outstanding share of GCI Common Stock. Thereupon, certificates for shares of WHJ Common Stock, WHJ Series A Stock and WHJ Series B Stock ("WHJ Certificates"), shall entitle the holders thereof to receive certificates for the appropriate number of fully paid and nonassessable shares of GCI Common Stock upon presentation and surrender of the WHJ Certificates to the Surviving Corporation. Pending presentation and surrender, such WHJ Certificates shall be deemed for all purposes, including payment of dividends, to evidence ownership of the shares of GCI Common Stock into which the shares of WHJ shall have been so converted.

The shares of GCI Common Stock then issued and outstanding shall not be converted as a result of this merger, but shall remain outstanding as shares of common stock of the Surviving Corporation.

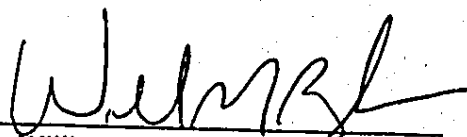
Article II - Effective Date

The effective date of the merger shall be the later of the date of filing of Articles of Merger with the Secretary of the Commonwealth of Massachusetts or the date of filing of Articles of Merger with the Florida Department of State.

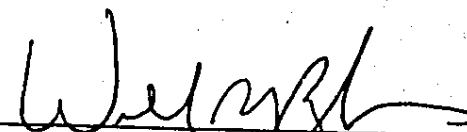
Article III - Shareholder Approval

The plan of merger was adopted by the shareholders of GCI and by the stockholders of WHJ on September 28, 1996.

Groundwater Control, Inc.

by 
William M. Bocchino
President

WHJ Construction Group, Inc.

by 
William M. Bocchino
President