

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
 AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

APPROVED AND FILED

97 MAR 28 AM 9:10

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
 Sandra B. Morhart
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P95000071693 (2)

1. Corporation Name: ALLIANCE LABORATORIES, INC
REINSTATEMENT 1996-97



Principal Place of Business: 5909 A. BRECKENRIDGE PARKWAY TAMPA FL 33610
 Mailing Address: 5909 A. BRECKENRIDGE PARKWAY TAMPA FL 33610
 8409 LAUREL FAIR CIRCLE #100 TAMPA, FL 33610
 PO BOX 271347 TAMPA, FL 33688-1347

3. Date Incorporated or Qualified: 09/14/1995
 3a. Date of Last Report:

21. Principal Place of Business: 8409 LAUREL FAIR CIR. TAMPA, FL 33610
 22. Suite, Apt #, etc: #100
 23. City & State: TAMPA, FL
 24. Zip: 33610
 25. Country: HILLSBOROUGH

4. FEI Number: 59-3343309
 Applied For: Not Applicable
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent
 ABRAHAM, PETER
 5909 A. BRECKENRIDGE PARKWAY
 TAMPA FL 33610

10. Name and Address of New Registered Agent
 81 Name: DAVID F. MAHONEY
 82 Street Address (P.O. Box Number is Not Acceptable): 14502 N. DALE MABRY #332
 83
 84 City: TAMPA FL 85 Zip Code: 33618

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: D. MAHONEY V. PRESIDENT
 Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required for this filing)
 DATE: 3/25/97

12. OFFICERS AND DIRECTORS

TITLE: D	DELETE <input checked="" type="checkbox"/>
NAME: ABRAHAM, PETER	
STREET ADDRESS: 5909 A. BRECKENRIDGE PARKWAY	
CITY-ST-ZIP: TAMPA FL 33610	
TITLE:	DELETE <input type="checkbox"/>
NAME:	
STREET ADDRESS:	
CITY-ST-ZIP:	
TITLE:	DELETE <input type="checkbox"/>
NAME:	
STREET ADDRESS:	
CITY-ST-ZIP:	
TITLE:	DELETE <input type="checkbox"/>
NAME:	
STREET ADDRESS:	
CITY-ST-ZIP:	
TITLE:	DELETE <input type="checkbox"/>
NAME:	
STREET ADDRESS:	
CITY-ST-ZIP:	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE: VICE PRESIDENT	Change <input type="checkbox"/> Addition <input checked="" type="checkbox"/>
1.2 NAME: DAVID F. MAHONEY	
1.3 STREET ADDRESS: 14502 N. DALE MABRY #332	
1.4 CITY-ST-ZIP: TAMPA, FL 33618	
2.1 TITLE: DIRECTOR	Change <input type="checkbox"/> Addition <input checked="" type="checkbox"/>
2.2 NAME: TIMOTHY WAGGONER	
2.3 STREET ADDRESS: 14502 N. DALE MABRY #382	
2.4 CITY-ST-ZIP: TAMPA, FL 33618	
3.1 TITLE: DIRECTOR	Change <input type="checkbox"/> Addition <input checked="" type="checkbox"/>
3.2 NAME: ROBERT KRATZ	
3.3 STREET ADDRESS: 14502 N. DALE MABRY #382	
3.4 CITY-ST-ZIP: TAMPA, FL 33618	
4.1 TITLE:	Change <input type="checkbox"/> Addition <input type="checkbox"/>
4.2 NAME:	
4.3 STREET ADDRESS:	
4.4 CITY-ST-ZIP:	
5.1 TITLE:	Change <input type="checkbox"/> Addition <input type="checkbox"/>
5.2 NAME:	
5.3 STREET ADDRESS:	
5.4 CITY-ST-ZIP:	
6.1 TITLE:	Change <input type="checkbox"/> Addition <input type="checkbox"/>
6.2 NAME:	
6.3 STREET ADDRESS:	
6.4 CITY-ST-ZIP:	

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Signature: D. Mahoney
 Date: 3/28/97

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Timothy S. Waggoner
 Signature typed or printed name of signing officer or director
 Date: 3/8/97
 Daytime Phone #: 813-264-2900

CR2E034 (3/96)

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ORGANIZATIONAL WRITTEN ACTION OF
THE INCORPORATORS
OF
ALLIANCE LABORATORIES, INC.

The undersigned, being the incorporators named in the Articles of Incorporation of Alliance Laboratories, Inc. (the "Corporation"), hereby consent to and unanimously adopt the following actions and resolutions:

WHEREAS, the Corporation has decided to purchase a Laboratory located in Jacksonville, Florida, known as Advanced Environmental Laboratories, Incorporated, the undersigned is give total authority to lend monies to, borrow from, and conduct normal business of said Laboratory.

WHEREAS, the Corporation is a business and has its own books and records and all Shareholders of the Corporation are desirous of keeping records separate, the Corporation authorizes the Secretary of the Corporation to designate other corporations owned by the shareholders of the Corporation to conduct business in a proper manner.

WHEREAS, the shareholders agree unanimously that it authorizes its Secretary to issue 100 shares of authorized stock in Alliance Laboratories, Inc. and use it for the purpose of purchasing 100% of the outstanding and issued shares of AEL.

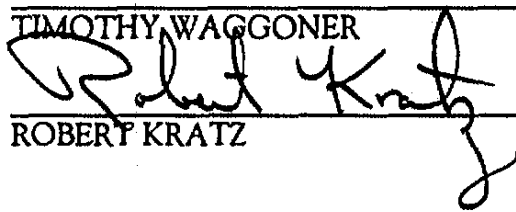
WHEREAS, the corporation is desirous of choosing a name reflectant of the purchase, the undersigned agree to authorize its Secretary to file a fictitious name for the entity formally known as Alliance Laboratories, Inc.. Its new name shall be changed to ALLIANCE ENVIRONMENTAL LABORATORIES, INCORPORATED (AEL). From this day forward, the company shall do business under this name.

The undersigned, being all of the shareholders of Alliance Laboratories, Inc., do hereby ratify, approve, consent to, and confirm the above preambles, resolutions, and actions.

DATED as of the 22nd day of MAY, 1995



DAVID F. MAHONEY

TIMOTHY WAGGONER


ROBERT KRATZ