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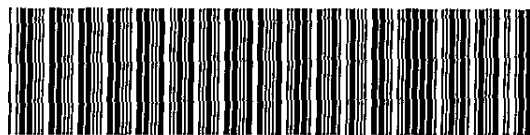
(Business Entity Name)

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INVESTIVE DATE
8-13-03

FILED
03 AUG 14 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OB 8/18

SAMUEL L. LEPRELL
ATTORNEY AND COUNSELOR AT LAW

SAMUEL L. LEPRELL
(904) 390-2705

August 13, 2003

Florida Department of State
Division of Corporations
Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

RE: American On-Site Utilities, Inc.

Dear Sir/Madam:


I am enclosing an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$70.00, representing the filing fees as follows:

1.	Filing Fee	-	\$35.00
2.	Registered Agent Fee	-	<u>35.00</u>
			\$70.00

Please date stamp the enclosed copy of the Articles of Incorporation as soon as it has been filed and return it to my attention.

If you should have any questions, please do not hesitate to contact the undersigned.

Sincerely,


Samuel L. LePrell

SLL:cdw
Enclosures

RECEIVED DATE
8-13-03

FILED
03 AUG 14 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN ON-SITE UTILITIES, INC.

FIRST: The name of this Corporation is:

AMERICAN ON-SITE UTILITIES, INC.

SECOND: The general nature of the business or businesses to be transacted is as follows:

To do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the Corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida including but not limited to:

To issue bonds, debentures or obligations of this Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, in this state.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other Corporation of this state or any other state or government and to maintain margin accounts with stock brokerage firms in order to facilitate such dealings; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock, provided that this Corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. Shares of its own capital stock owned by the Corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

To acquire, to pay for in cash, stock or bonds of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or Corporation.

To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

THIRD: This Corporation shall have authority, to be exercised by the Board of Directors, to issue not more than One Hundred Million (100,000,000) shares of Class A Common Stock at the par value of One Cent (\$.01) each; One Hundred Million (100,000,000) shares of Class B Non-Voting Common Stock at the par value of One Cent and (\$.01); and Five Million (5,000,000)

shares of Preferred Stock at the par value of One Hundred Dollars (\$100.00) each. The Class A Common Stock, the Class B Non-Voting Common Stock and the Preferred Stock shall have the rights, characteristics and privileges set forth below with respect thereto:

A. The Class A Common Stock. The holders of the shares of Class A Common Stock shall have the sole voting power of the Corporation except for the rights of the holders of the Preferred Stock to vote in certain instances as set forth in Section 6(e) of this Article Third and in Article Twelfth.

B. The Class B Non-Voting Common Stock. The rights, characteristics and privileges of the Class B Common Shares are identical in all respects to the Class Common Stock, except that the Class A Common Shares have the sole voting power of the Corporation, except as provided in Section 6(e) of this Article Third.

C. No holder of Class A Common Stock or Class B Non-Voting Common Stock shall be entitled to the right to subscribe for, purchase, or receive any part of any new or additional shares of stock of any class, whether now or hereafter authorized, or of any bonds, debentures or other evidences of indebtedness convertible into or exchangeable for stock.

D. The Preferred Stock shall have the following rights, characteristics and privileges:

(1) Preference in Liquidation. The Preferred Stock shall rank senior with respect to liquidation preference over the Corporation's Class A Common Stock and Class B Non-Voting Common Stock ("Common Stock"). Accordingly, in the event of the Corporation's voluntary or involuntary liquidation, before any distribution of assets shall be made to the holders of the Corporation's Common Stock, the holders of the Preferred Stock shall be entitled to receive out of the Corporation's assets available for distribution to shareholders One Hundred Dollars (\$100.00) per share, plus all accrued unpaid dividends, if any. If, in the event of such liquidation, the Corporation's assets available for distribution to its shareholders shall be insufficient to permit full payment to the holders of the Preferred Stock of the amounts to which they are entitled pursuant to the previous sentence, then such assets shall be distributed ratably among such holders in proportion to the respective amounts to which they are entitled pursuant to the previous sentence. A merger or

consolidation of the Corporation with or into any other entity or a sale of all or substantially all of the assets of the Corporation shall not be treated as a liquidation, dissolution or winding up of the Corporation.

(2) Redemption. The Corporation shall have the right to redeem all or any part of the Preferred Stock at any time at a redemption price equal to One Hundred Twenty Dollars (\$120.00) per share, plus accrued unpaid dividends, if any, to the redemption date.

(3) Dividends. The holders of Preferred Stock, shall be entitled to dividends of Eight Dollars (\$8.00) per share per year out of funds legally available therefor prior and in preference to payment of any dividend with respect to the Common Stock. No dividend or distribution shall be declared or paid on any shares of the Corporation's Common Stock unless the preferred dividends described above have first been paid. The right to dividends on shares of Preferred Stock shall be cumulative. Dividends shall be paid on or before the thirtieth (30th) day after the end of each fiscal year of the Corporation. Holders of shares of Preferred Stock shall not be entitled to any dividends in cash or in property, other than as herein provided and shall not be entitled to interest, or any sum in lieu of interest, on or in respect to any dividend payment.

(4) Voting. Except as may be otherwise provided by law, the Preferred Stock shall not have voting rights.

(5) Conversion. The Preferred Stock may, at the option of each holder thereof, be converted, in whole, as hereinafter provided, at any time at the option of each holder into shares of the Corporation's Class A Common Stock. The shares of Class A Common Stock into which the Preferred Stock may be converted shall be referred to as "Conversion Shares".

Each share of Preferred Stock shall be convertible into ten (10) Conversion Shares.

Holders of Preferred Stock may exercise conversion rights by delivery to the Corporation of (i) the certificate or certificates for the shares of Preferred Stock to be converted, duly endorsed in blank, and (ii) a written notice stating that they elect to convert shares and stating the name or names (with addresses) in which the certificate or certificates for shares of common stock are to be issued (the "Conversion Notice"). Conversion of a share of Preferred Stock shall be deemed to have been effected immediately prior to the close of business on the date of the Conversion Notice, and the Corporation shall take all action necessary to cause the holders of Preferred Stock to become, as of the close of business on that date, the holders of record of Conversion Shares. The issuance of securities upon the conversion of shares of Preferred Stock shall be made without charge to the holders thereof.

As promptly as practicable and in no event more than five (5) days after the date on which the Conversion Notice shall have been delivered as aforesaid, the Corporation, at its expense, shall deliver to the holders of Preferred Stock, at the address set forth in the Conversion

Notice, duly executed stock certificates for the Conversion Shares so acquired, in such denominations (not to exceed the aggregate number of shares so acquired) as the holders thereof request, each registered in the name of the holders thereof, as designated by the holders thereof.

The Corporation covenants and agrees that all Conversion Shares and agrees that all Conversion Shares which may be issued upon the exercise of the rights represented by each share of Preferred Stock will, upon issuance be validly issued and outstanding, fully paid and non-assessable and free from all taxes, liens and charges with respect to the issue thereof. The Corporation covenants and agrees that it will at all times have authorized and reserved a sufficient number of shares of its Class A Common Stock to provide for the exercise of the rights represented by each share of Preferred stock.

Any taxes or charges imposed as a result of the issuance of Class A Common Stock in exchange for shares of Preferred Stock in a name other than that of the registered holder of such shares of Preferred Stock shall be paid by such holder; all other taxes or charges so imposed shall be paid by the Corporation.

6. Miscellaneous.

(a) The Corporation and any agent of the Corporation may deem and treat the holder of a share or shares of Preferred Stock, as shown in the Corporation's books and records, as the absolute owner of such share or shares of Preferred Stock for the purpose of receiving payment of dividends in respect of such share or shares of Preferred Stock and for all other purposes whatsoever, and neither the Corporation nor any agent of the Corporation shall be affected by any notice to the contrary. All payments made to or upon the order of any such person shall be valid and, to the extent of the sum or sums so paid, effectual to satisfy and discharge liabilities for moneys payable by the Corporation on or with respect to any such share or shares of Preferred Stock.

(b) The shares of the Preferred Stock, when duly issued, shall be fully paid and non-assessable.

(c) The Preferred Stock shall be issued, and shall be transferable on the books of the Corporation, only in whole shares, it being intended that no fractional interests in shares of Preferred Stock shall be created or recognized by the Corporation.

(d) For purposes of this Certificate, the term "the Corporation" means the Corporation and any successor thereto by operation of law or by reason of a merger, consolidation or combination.

(e) The Corporation, by or under the authority of the Board of Directors, may amend, alter, supplement or repeal any provision of this Article Third pursuant to the following terms and conditions:

(i) Without the consent of the holders of the Preferred Stock, the Corporation may amend, alter, supplement or repeal any provision of this Article Third to cure any ambiguity, to correct or supplement any provision herein which may be defective or inconsistent with any other provision herein, or to make any other provisions with respect to matters or questions arising under this Article Third, provided that such action shall not materially and adversely affect the interests of the holders of the Preferred Stock.

(ii) The consent of the holders of at least 66 2/3% of all of the shares of the Preferred Stock at the time outstanding, given in person or by proxy, either in writing or by a vote at a meeting called for the purpose at which the holders of shares of the Preferred Stock shall vote together as a class, shall be necessary for authorizing, effecting or validating the amendment, alteration, supplementation or repeal of the provisions of this Article Third if such amendment, alteration, supplementation or repeal would materially and adversely affect the powers, preferences, rights, privileges, qualifications, limitations, restrictions, terms or conditions of the Preferred Stock. The creation and issuance of any other class or series of stock, or the issuance of additional shares of any existing class or series of stock of the Corporation (including the Preferred Stock), whether ranking prior to, on a parity with or junior to the Preferred Stock, shall be deemed to constitute such an amendment, alteration, supplementation or repeal and shall require such consent of the holders of the Preferred Stock.

(iii) Holders of the Preferred Stock shall be entitled to one vote per share on matters on which their consent is required pursuant to subparagraph (ii) of this Section (6)(e). In connection with any meeting of such holders, the Board of Directors shall fix a record date, neither earlier than sixty (60) days nor later than ten (10) days prior to the date of such meeting, and holders of record of shares of the Preferred Stock on such record date shall be entitled to notice of and to vote at any such meeting and any adjournment. The Board of Directors, or such person or persons as it may designate, may establish reasonable rules and procedures as to the solicitation of the consent of holders of the Preferred Stock at any such meeting or otherwise.

E. Additional Classes of Stock.

(1) The Board of Directors shall have the right at any time in the future to authorize, create and issue, by resolution or resolutions, one or more additional classes or series of stock of the Corporation and to determine and fix the distinguishing characteristics and the relative rights, preferences, privileges and other terms of the shares thereof. Any such class or series of stock may rank prior to or on a parity with or junior to the Preferred Stock as to dividends or upon liquidation or otherwise.

(2) Any stock of any class or series of the Corporation shall be deemed to rank:

(a) Prior to the shares of the Preferred Stock, either as to dividends or upon liquidation, if the holders of such class or series shall be entitled to the receipt of dividends or

of amounts distributable upon dissolution, liquidation or winding up of the Corporation, as the case may be, in preference or priority to the holders of shares of the Preferred Stock.

(b) On a parity with shares of the Preferred Stock, either as to dividends or upon liquidation, whether or not the dividend rates or amounts, dividend payment dates or redemption of liquidation prices per share, if any, be different from those of the Preferred Stock, if the holders of such class or series shall be entitled to the receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up of the Corporation, as the case may be, in proportion to their respective dividend rates or amounts of liquidation prices, without preference or priority, one over the other, as between the holders of such class or series and the holders of shares of the Preferred Stock; and

(c) Junior to shares of the Preferred Stock, either as to dividends or upon liquidation, if such class or series shall be Common Stock, or if the holders of shares of the Preferred Stock shall be entitled to receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up of the Corporation as the case may be, in preference or priority to the holders of shares of such class or series.

FOURTH: The minimum amount of capital with which this Corporation will begin business is Five Hundred and No/100 Dollars (\$500.00).

FIFTH: This Corporation is to have perpetual existence. Corporate existence shall be effective at 9:00 a.m. on August 13, 2003.

SIXTH: The principal office of this Corporation will be 1301 Riverplace Boulevard, Suite 2014, Jacksonville, Florida 32207.

SEVENTH: The number of its directors shall not be less than two (2) but may be such greater number as may be elected by the stockholders from time to time.

EIGHTH: The names and post office addresses of the members of the first board of directors, who shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Charles Chambers	12923 Ft. Caroline Road Jacksonville, Florida 32225

Thomas W. Brooks, III

1301 Riverplace Boulevard
Suite 2014
Jacksonville, Florida 32207

NINTH: The names and post office addresses of the subscribers of the Articles of Incorporation are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>
Samuel L. LePrell	Suite 201, St. Mark's Place 1930 San Marco Boulevard Jacksonville, Florida 32207
Charlotte D. Douglas-White	Suite 201, St. Mark's Place 1930 San Marco Boulevard Jacksonville, Florida 32207

TENTH: The street address of the initial registered office of this Corporation is Suite 201, St. Mark's Place, 1930 San Marco Boulevard, Jacksonville, Florida 32207, and the name of the initial registered agent of this Corporation at that address is Samuel L. LePrell.

ELEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this Corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

To determine and fix the compensation of officers, directors, agents and employees of this Corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this Corporation thereto; to enter into employment

contracts with officers, directors, agents and employees of this Corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

In accordance with the provisions of Florida Statutes, to designate from among its members an Executive Committee which shall have and may exercise all the authority of the Board of Directors, except as limited by applicable statutory provisions.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this Corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this Corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this Corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the Corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the Corporation.

This Corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

Any action of the stockholders of this Corporation may be taken without a meeting pursuant to the procedure required by Florida law. Such action shall have the same force and effect as a vote of the stockholders at a meeting. Action taken by the board of directors of this Corporation without a meeting shall also nevertheless constitute board action, with the same force and effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board of directors whether done before or after the action so taken.

TWELFTH: This Corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation. Provided however that none of the provisions of Articles Third may be amended, altered, changed or repealed, except with the consent of the holders of at least 66 2/3% of all the shares of the Preferred Stock, as provided in Section 6(e) of Article Third.

WE, THE UNDERSIGNED, being the original subscribers hereinbefore named for the purpose of forming a Corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 13th day of August, 2003.

Signed, sealed and delivered
in the presence of:

Bryonna W. Lantieri
Randall J. Silverberg

Samuel L. LePrell

Bryonna W. Lantieri
Randall J. Silverberg

Charlotte D. Douglas-White
Charlotte D. Douglas-White

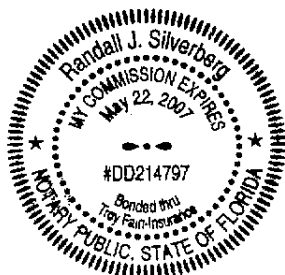
STATE OF FLORIDA

:SS

COUNTY OF DUVAL

BE IT REMEMBERED, that on this 13th day of August, 2003, personally came before me, a Notary Public for the State of Florida, SAMUEL L. LEPRELL and CHARLOTTE D. DOUGLAS-WHITE, parties to the foregoing Articles of Incorporation, known to me personally to be such, and acknowledge the said Articles to be the act and deed of the signers and that the facts therein stated are truly set forth and who did not take an oath.

GIVEN under my hand and seal of office the day and year aforesaid.



Randall J. Silverberg
Notary Public--State of Florida at Large

Printed Name of Notary

My Commission Expires:

Commission No.

CERTIFICATE NAMING REGISTERED OFFICE
AND REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
03 AUG 14 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That AMERICAN ON-SITE UTILITIES, INC., a Corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 1301 Riverplace Boulevard, Suite 2014, Jacksonville, Florida 32207, has named SAMUEL L. LEPRELL as its Registered Agent, located at Suite 201, St. Mark's Place, 1930 San Marco Boulevard, State of Florida, City of Jacksonville, 32207 as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501, Florida Statutes.



Samuel L. LePrell