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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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SUBJECT: ABATEMENT ENVIRONMENTAL RESOURCES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sharna A. Graham
(Name of Person)

Abatement Environmental Resources, Inc.
(Firm/Company)

4703 Webster Street
(Address)

Bladensburg, MD 20710
(City, State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Sharna A. Graham at (301) 985 - 6000
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. ABATEMENT ENVIRONMENTAL RESOURCES, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DISTRICT OF COLUMBIA 3. 52-1438046
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 26, 1986 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 4703 Webster Street
Bladensburg, MD 20710
(Current mailing address)
8. 1) Train, certify and educate in asbestos abatement; 2) sell and rent asbestos equipment/supplies; 3) assist in detection and specification writing of asbestos problems; 4) offer construction management/technical assistance on asbestos projects.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: asbestos projects.

Name: Steven Bahr

Office Address: 130 SW 8th Street
Miami, Florida, 33130
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Steven Bahr
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Joseph E. Downey, Jr.

Address: 3295 Patuxent River Road
Davidsonville, MD 21035

Vice Chairman: Andre J. Downey

Address: 6925 Greenwood Drive
Glendale, MD 20769

Director: Sharna A. Graham

Address: 9502 Silver Fox Turn
Clinton, MD 20735

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Joseph E. Downey, Jr.

Address: 3295 Patuxent River Road
Davidsonville, MD 21035

Vice President: Andre J. Downey

Address: 6925 Greenwood Drive
Glendale, MD 20769

Secretary: Sharna A. Graham

Address: 9502 Silver Fox Turn
Clinton, MD 20735

Treasurer: Malcolm Carpenter

Address: 2950 Van Ness Street, NW, Washington, DC 20008

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Sharna A. Graham
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sharna A. Graham Corporate Secretary
(Typed or printed name and capacity of person signing application)

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



CERTIFICATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

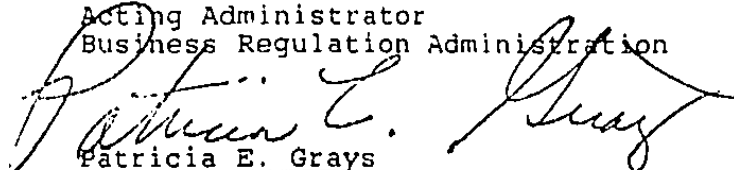
THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 26th day of February, 1986, Articles of Incorporation of:
ABATEMENT ENVIRONMENTAL RESOURCES, INC.

WE FURTHER CERTIFY that the above named corporation is in Good Standing and is duly incorporated and existing according to the records of the Corporations Division, having filed all annual reports as required by the District of Columbia Business Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 2nd day of June 1995.

Hampton Cross
Director

Katherine A. Williams
Acting Administrator
Business Regulation Administration


Acting Patricia E. Grays
Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

14126

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

Business Regulation Administration
Corporations Division
614 H Street, N.W.
Washington, D. C. 20001-2712

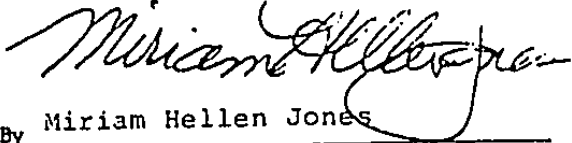


CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business
Corporation Act have been complied with and ACCORDINGLY, this Certificate of _____
Incorporation _____ is hereby issued to ABATEMENT ENVIROMENTAL
RESOURCES, INC.

As of February 26, 1986.

CAROL B. THOMPSON
Director


By Miriam Hellen Jones
Superintendent of Corporations

ARTICLES OF INCORPORATION
OF
ABATEMENT ENVIRONMENTAL RESOURCES, INC.

TO: Department of Consumer and Regulatory Affairs
Corporation Division
614 H Street, N.W.
Washington, D.C. 20001

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the BUSINESS CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is
ABATEMENT ENVIRONMENTAL RESOURCES, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the Corporation is formed are to (1) train, certify and educate personnel in asbestos abatement; (2) sell and rent asbestos removal equipment and supplies; (3) assist in the detection and specification writing of asbestos problems; (4) to offer construction management, i.e. supervisors, technical assistance on asbestos removal projects.

FOURTH: The aggregate shares the corporation is authorized to issue is five thousand (5,000). The capital stock of the corporation shall consist of two classes of stock.

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Class A and Class B. Class A stockholders shall have 5,000 shares, One Dollar (\$1.00) par value, and shall have voting rights. Class B stockholders shall have no voting rights.

FIFTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders.

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock to Class B whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or re-classify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Business Corporation Act of Washington, D.C. now or hereafter in force.

SIXTH: The corporation will not commence business until at least one thousand dollars (\$1,000) has been received as initial capitalization.

SEVENTH: Except as may otherwise be provided by the Board of Directors, the majority holder of Class A shares of the stock of the corporation shall have pre-emptive right to purchase, subscribe for, or otherwise acquire Class A shares of stock of the corporation now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation.

(a) The amendment of the Charter of the Corporation;

(b) The consolidation of the corporation with one or more corporations;

(c) The merger of the corporation into another corporation or the merger of one or more other corporations into the corporation;

(d) The sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the corporation, including its goodwill and franchises;

(e) The participation by the corporation in a share exchange as the corporation the stock of which is to be acquired; and

(f) The voluntary or involuntary liquidation, dissolution or winding-up of the corporation.

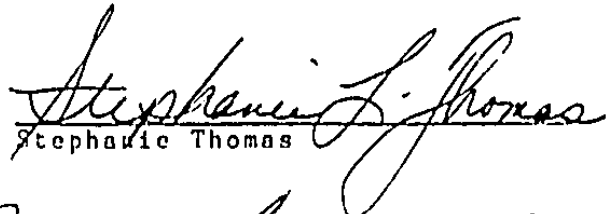
NINTH: The post office address of the principal office of the corporation in Washington, D.C. is 7826 Eastern Avenue, N.W., Washington, D.C. 20012. The name and post office address of the Resident Agent of the corporation in Washington, D.C. is Stephanie Thomas, 7826 Eastern Avenue, N.W., Washington, D.C. 20012. Said Resident Agent is an individual actually residing in the District of Columbia.

TENTH: The number of directors of the corporation shall be three (3), which number may be increased pursuant to the By-Laws of the corporation, but shall never be less than three (3). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

- | | |
|----------------------|--|
| 1. Stephanie Thomas | 7826 Eastern Ave., N.W.
501
Washington, D.C. 20012 |
| 2. Malcolm Carpenter | 7826 Eastern Ave., N.W.
406
Washington, D.C. 20012 |
| 3. Charles Mitchell | 7826 Eastern Ave., N.W.
501
Washington, D.C. 20012 |

ELEVENTH: The names and addresses, including street and number of the incorporators are:

1. Stephanie Thomas 7826 Eastern Ave., N.W.
501
Washington, D.C. 20012
2. Malcolm Carpenter 7826 Eastern Ave., N.W.
406
Washington, D.C. 20012
3. Charles Mitchell 7826 Eastern Ave., N.W.
501
Washington, D.C. 20012


Stephanie Thomas


Malcolm Carpenter


Charles Mitchell