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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

69. Sullivan MAR - 1 2007

POHL & SHORT, P.A.
ATTORNEYS AT LAW

ERIC C. BOUGHMAN
ALEX CHRIS COSTOPOULOS
ALEXANDER S. DOUGLAS II
MATT G. FIRESTONE
GARY A. FORSTER
MARK A. GRIMES
RICHARD A. HEINLE
KATHRYN P. JONES
DAVID J. KOHS
ROBERT S. MACDONALD
TERESA N. PHILLIPS
FRANK L. POHL
JAMES E. SHEPHERD, V
HOUSTON E. SHORT
JOHN R. SIMPSON, JR
JAMES C. WASHBURN

TELEPHONE (407) 647-7645
FACSIMILE (407) 647-2314
EMAIL: PS@POHLSHORT.COM

MAILING ADDRESS:
POST OFFICE BOX 3208
WINTER PARK, FLORIDA 32790

COURIER ADDRESS:
280 WEST CANTON AVENUE, SUITE 410
WINTER PARK, FLORIDA 32789

February 23, 2007

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

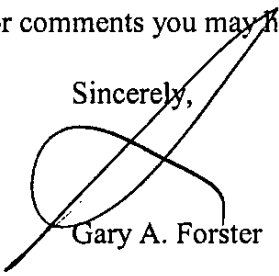
Re: Alpha Environmental Management Corp. (the "Corporation")
Our File No. 7903-3

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion and associated Articles of Organization necessary to convert the above Corporation into Alpha Environmental Managementcorp, LLC. We have also enclosed our check in the amount of \$150.00 to cover the cost associated with our request.

Please call with any questions or comments you may have.

Sincerely,



Gary A. Forster

GAF/tj
Enclosures

**CERTIFICATE OF CONVERSION FOR
ALPHA ENVIRONMENTAL MANAGEMENT CORP.**

INTO

ALPHA ENVIRONMENTAL MANAGEMENTCORP, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation into a Florida limited liability company in accordance with Florida Statute 608.439.

1. Alpha Environmental Management Corp. has been converted into a Florida limited liability company, in compliance with chapter 607 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert into the LLC are as set forth in a Plan of Conversion, adopted by all shareholders and directors of the Corporation and by all members of the LLC (defined below) dated of even date herewith, and in compliance with Florida Statute 607.1112.

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address and street address of the principal office of the LLC is 1340 Tuskawilla Road, Suite 113, Winter Springs, FL 32708.

5. The name of the corporation immediately prior to the filing of this Certificate of Conversion is Alpha Environmental Management Corp., incorporated under the laws of the State of Florida on October 3, 2003. P03-109289

6. The name of the Florida limited liability company, as set forth in the attached Articles of Organization is Alpha Environmental Managementcorp, LLC (the "LLC").

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes 607.1301-607.1333.

DATED this 28 day of Feb., 2007.

ALPHA ENVIRONMENTAL MANAGEMENT
CORP.

By: _____

John J. Mandato, President

(additional signatures follow)

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**ARTICLES OF ORGANIZATION FOR
ALPHA ENVIRONMENTAL MANAGEMENTCORP, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Limited Liability Company is ALPHA ENVIRONMENTAL MANAGEMENTCORP, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 1340 Tuskawilla Road, Suite 113, Winter Springs, FL 32708.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be as described in the Operating Agreement governing the Limited Liability Company.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by its members, and the names, and addresses of such members are:

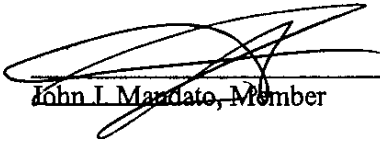
John J. Mandato
2872 Ashton Terrace
Oviedo, FL 32765

Andrew A. Reitzel
1311 Devon Road
Winter Park, FL 32789

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 1340 Tuskawilla Road, Suite 113, Winter Springs, FL 32708, and the initial Registered Agent at such address is John J. Mandato.

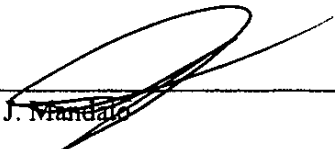
IN WITNESS WHEREOF, the undersigned member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned member has executed these Articles of Organization this 23 day of Feb, 2007.


John I. Mandato, Member

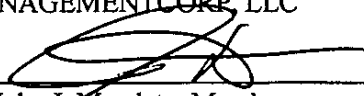
**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

DATED this 23 day of Feb, 2007.


John J. Mandato

ALPHAENVIRONMENTAL
MANAGEMENTCORP, LLC

By: 
John J. Mandato, Member

By: 
Andrew A. Reitzel, Member

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