

L38771

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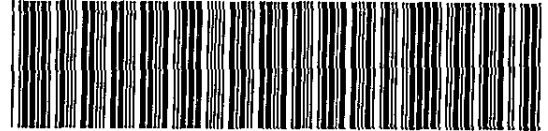
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(1a) 10/20/03



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03 OCT -6 PM 2:55  
TALLAHASSEE, FLORIDA

# MORSE & GOMEZ

ATTORNEYS AT LAW

October 16, 2003

Florida Department of State  
Division of Corporations  
ATTN: SUSAN PAYNE  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
03 OCT -6 PM 2:55  
TALLAHASSEE, FLORIDA

RE: Medico Environmental Services Corporation  
Our File No. 1254.02.01

Dear Ms. Payne:

Thank you for talking with me on Thursday, October 16, 2003 regarding the Amendments to the Articles of Incorporation of Medico Environmental Services, Inc. pursuant to Florida Statutes §607.1008.

Pursuant to your directions, I have enclosed the entire package that was sent to me on October 10, 2003 by Irene Albritton. I understand that you will see to the filing of the Amendment to Articles of Incorporation as well as providing the certified copy which were all paid for in the check which accompanied the original submission.

If there are any problems with this submission, please telephone me so that we can solve the problems quickly.

I appreciate your prompt and professional attention to this matter.

Sincerely,

MORSE & GOMEZ, P.A.

Bernard J. Morse, Esq.

BJM/maj  
Enclosures

cc: Client  
F:\Shared Office Files\Apollo\Letter\clerk2-amendment-ltr.doc



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

October 10, 2003

MORSE & GOMEZ  
% BENJAMIN J. MORSE, ESQ.  
119 SOUTH DAKOTA AVENUE  
TAMPA, FL 33606

SUBJECT: MEDICO ENVIRONMENTAL SERVICES, CORP.  
Ref. Number: L38771

We have received your document for MEDICO ENVIRONMENTAL SERVICES, CORP. and your check(s) totaling \$48.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Document Specialist

Letter Number: 403A00055541

FILED  
03 OCT -6 PM 2:50  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**AMENDMENT TO ARTICLES OF INCORPORATION PURSUANT TO  
CONFIRMED CHAPTER 11 PLAN OF REORGANIZATION  
(FLORIDA STATUTE §607.1008)**

FILED  
03 OCT -6 PM 2:55  
TALAMASSEE, FLORIDA

MEDICO ENVIRONMENTAL SERVICES CORPORATION pursuant to the provisions of Florida Statute §607.1008 and the Order on Motion to Vacate Final Decree, Motion for Entry of Order Authorizing and Directing Amendment to Articles of Incorporation and Request for Expedited Hearing entered on August 27, 2003 by the Honorable Thomas E. Baynes, Jr., United States Bankruptcy Judge, United States Bankruptcy Court, Middle District of Florida, Tampa Division in the case styled In re Medico Environmental Services Corporation, case number 00-11032-8B1 (the "Bankruptcy Case"), pursuant to jurisdiction granted by 28 U.S.C. §1334, a certified copy of which is attached hereto, does hereby file these amendments to the Articles of Incorporation of Medico Environmental Services Corporation as follows:

FIRST: The maximum number of shares of capital stock that the corporation is authorized to issues and have outstanding at any time is one hundred thousand (100,000) shares of common stock having a par value of one (\$1) dollar per share. In addition, the corporation may issue fractional shares of its common stock. No shares other than common stock are authorized. All shares shall initially be issued in order to comply with the Order on Motion to Approve Compromise and to Authorize Distribution Under Confirmed Plan of Reorganization entered January 30, 2003 by the Honorable Thomas E. Baynes, Jr., Chief United States Bankruptcy Judge, United States Bankruptcy Court, Middle District of Florida, Tampa Division in the Bankruptcy Case, and the Order Confirming Creditor's Amended Plan of Reorganization dated February 26, 2002 entered in the above referenced Bankruptcy Case. The corporation shall have the right to purchase or otherwise acquire shares of its own common stock to the extent provided for by law.

SECOND: Each holder of the corporation's common stock will have the first right to purchase any new shares, whether or not currently authorized and including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held by the shareholder at the time of the issue bears to the total number of shares of common stock outstanding. The holder waives his right to purchase any of the new shares unless he or she exercises that right and pays for the new shares within thirty (30) days of mailing of the corporation's written notice of the intention to issue new shares and the price at which the same may be purchased. If a holder does not tender payment within such thirty (30) days, the corporation may issue shares to a new buyer at the price set forth in the notice required herein. The corporation may not amend its Articles of Incorporation to increase the number of outstanding shares unless such action is adopted and approved by the shareholders of the corporation at a meeting duly called and scheduled pursuant to the provisions of applicable law.

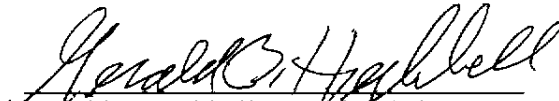
THIRD: Article III of the corporation's Articles of Incorporation, Article III of the First Articles of Amended to Articles of Incorporation of Medico Environmental Services Corporation


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TALAMASSEE, FLORIDA


Corporation filed with the Secretary of State on January 23, 1996, and any provision of any further amendments addressing the number of authorized shares of common stock, the issuances of fractional shares of common stock, the issuance of shares other than common stock, or the rights of existing shareholders to purchase new shares is deleted in its entirety and is replaced by the foregoing.

FOURTH: All corporate powers shall be exercised under the authority of, and the business and affairs of the corporation managed under the direction of, a board of directors, which shall consist of two directors. The name and street address of the directors are Gerald B. Hubbell and Stella M. Hubbell respectively both whom reside at 464 Jewel Court, Belleair Bluffs, Florida, 33770. All provisions of the Articles of Incorporation or the First Articles of Amendment to Articles of Incorporation of Medico Environmental Services Corporation filed January 23, 1996, or any further amendments inconsistent herewith are deleted in their entirety and are replaced by the foregoing.

DATED this <sup>22<sup>nd</sup></sup> day of September, 2003.

  
Gerald B. Hubbell, President/Director

  
Stella M. Hubbell, Director

  
Bernard J. Morse, Esq.  
As counsel for Medico Environmental  
Services Corporation in the above  
referenced Bankruptcy Case

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UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
TAMPA DIVISION

FILED  
AUG 27 2003  
Clerk U. S. Bankruptcy  
Court Tampa, FL

In Re:

MEDICO ENVIRONMENTAL  
SERVICES CORP.

Case No. 00-11032-8B1

Chapter 11

**ORDER ON MOTION TO VACATE FINAL DECREE, MOTION FOR ENTRY OF  
ORDER AUTHORIZING AND DIRECTING AMENDMENT TO ARTICLES OF  
INCORPORATION AND REQUEST FOR EXPEIDTED HEARING**

THIS CAUSE came on hearing on July 15, 2003 to consider the Motion to Vacate Final Decree, Motion for Entry of Order Authorizing and Directing Amendment to Articles of Incorporation and Request for Expedited Hearing (hereinafter the "Debtor's Motion") filed by Medico Environmental Services Corp., and the Motion for Reconsideration (hereinafter "Creditor's Motion") filed by Robin Vaillancourt. For the reasons stated orally and recorded in open court, accordingly it is

ORDERED, ADJUDGED and DECREED that the Debtor's Motion and the Creditor's Motion be, and are hereby, granted subject to the terms and conditions of this Order. It is further

ORDERED, ADJUDGED and DECREED that the Final Decree entered herein is vacated to allow the Debtor to file amendments to its Articles of Incorporation in accordance with Florida Statute Section 607.1008. Such amendment is in accordance with the Plan of Reorganization confirmed by this Court and is necessary in order to carry out and effectuate the terms of the confirmed Plan of Reorganization. It is further

ORDERED, ADJUDGED and DECREED that upon the acceptance by the Secretary of State of the state of Florida of the amendment to the Debtor's Articles of Incorporation, the Debtor and

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Debtor's counsel shall immediately thereafter cause to be issued and delivered the shares of stock identified on the Exhibit to this Court's Order on Motion to Approve Compromise and to Authorize Distribution under Confirmed Plan of Reorganization provided that the shares to be issued to Gerald and Stella Hubbell shall be reduced so that Robin Vaillancourt and Roy Courtney shall each receive shares of stock in the Debtor corporation as if each held a claim for \$250,000.00 (which shall be reduced from the distribution to be made to Gerald and Stella Hubbell). Upon the issuance of the shares of stock in the Debtor corporation counsel for the Debtor and counsel for Robin Vaillancourt shall file a joint motion with this Court each therein certifying the issuance and receipt respectively of the shares of stock. Upon the filing of such motion this Court will re-enter the Final Decree herein.

DONE and ORDERED in Tampa, Florida on August 27, 2003.

  
THOMAS E. BAYNES, JR.  
United States Bankruptcy Judge

Copies to:

Medico Environmental Services, Corp., 13200 58<sup>th</sup> Street N., Clearwater, FL 33760  
Daniel Herman, Esquire, 200 Clearwater-Largo Rd. South, Suite 1, Largo, FL 33770  
U.S. Trustee, 501 E. Polk St., Suite 1200, Tampa, FL 33602  
Bernard J. Morse, Esq., 119 S. Dakota Ave., Tampa, FL 33606  
John H. Rains, III, Esq., 501 East Kennedy Boulevard, Suite 750, Tampa, FL 33602  
W. Roy Courtney, 605 Bayview Drive, Bellair, FL 33756-1413  
Michael Markham, Esquire, 911 Chestnut Street, Clearwater, FL 33756

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I CERTIFY THE FOREGOING TO BE A TRUE  
AND CORRECT COPY OF THE ORIGINAL.

UNITED STATES BANKRUPTCY COURT  
DAVID K. OLIVERIA, CLERK

  
DEPUTY CLERK

I CERTIFY THAT THIS ORDER WAS SIGNED BY  
U.S. MAIL TO DEPT. AS LISTED BY

AUG 27 2003

(Date)

U.S. Bank Clerk Yue