

**ARTICLES OF INCORPORATION
OF THE
BUSINESS COUNCIL FOR ENVIRONMENTAL REMEDIATORS, INC.**

The undersigned, for the purpose of forming a Corporation Not For Profit, under the provisions of Chapter 617, Florida Statutes, relating to corporations not for profit does make and subscribe the following Articles of Incorporation, to-wit:

FILED
1995 FEB - 8 AM 7:48
SECRETARY OF THE
TALLHASSEE

ARTICLE I

Name and Address of Corporation

The name of the corporation is:

BUSINESS COUNCIL FOR ENVIRONMENTAL REMEDIATORS, INC.

The initial principal office of the corporation shall be located at 418 E. Virginia St., Tallahassee, Florida, and may be moved from time to time to such other address in Florida as may be determined by the Board of Trustees.

The corporation may have such other offices, either within or without the State of Florida as the Trustees may designate or as the business of the corporation may, from time to time, require.

ARTICLE II

Purposes

The corporation shall be organized and operated for the following purposes:

1. To represent and promote generally the conditions of

businesses which are engaged in environmental contracting and consulting services related to remediation and restoration of contamination, contaminated sites, altered ecosystems and related activities.

2. To publicize the aims and goals of the corporation in order to acquaint the people of Florida with the business of environmental contracting, consulting, remediation, restoration and related activities.

3. To engage in any and all lawful activities incident to the foregoing purposes and to satisfy the requirements in order to qualify for exemption for Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

ARTICLE III

Directors

Trustees shall be elected as specified in the corporation's bylaws.

ARTICLE IV

Name and Address of Registered Agent

<u>Name</u>	<u>Address</u>
Robert C. Downie, II	418 E. Virginia St. Tallahassee, Fl. 32301

ARTICLE V

Incorporator

The Incorporator of the corporation is Robert C. Downie, II,
and his address is 418 E. Virginia St., Tallahassee, Fl. 32301.

IN WITNESS WHEREOF, the undersigned incorporator as executed
the Articles of Incorporation this the 7th day of
February, 1995.

Robert C. Downie, II
Robert C. Downie, II, Incorporator

STATE OF FLORIDA

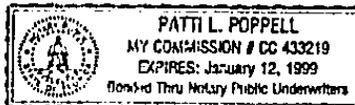
COUNTY OF Leon

BEFORE ME, the undersigned authority, personally appeared
Robert C. Downie, II, to me well known to be the
person described in and who subscribed the above and foregoing
Articles of Incorporation, and (he/she freely and voluntarily
acknowledged before me, according to law, that (he/she made and
subscribed the same for the uses and purposes therein mentioned
and set forth.

WITNESS my hand and official seal this 7th day of
February, 1995.

Patti L. Poppe
Notary Public

My commission expires:



ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the Business Council for Environmental Remediators, Inc. at the place designated in this statement 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 relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Robert C. Downie, II
Date: February 7

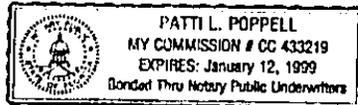
FILED
1995 FEB - 8 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEON

Before me personally appeared Robert C. Downie, II, to me well known and known to me to be the person described herein or produced identification in the form of Florida driver license and who executed the foregoing Acceptance by Designation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of February, 1995.

Patti L. Poppell
Notary Public, State of Florida
at Large
My commission expires:



N95000000611

Matthews + Davnie, P.A.
Requestor's Name
418 E. Virginia St.
Address
Tallahassee, FL 32301 681-9303
City/State/Zip Phone #

800001739818
-04/29/90--01086--004
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BCER Business Council For Environmental Remediation, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. Patti
(Corporation Name) (Document #)
4. AUTHORIZATION BY PHONE TO
(Corporation Name) (Document #)
CORRECT ADD CHITRE/M/A

96 APR 23 10 58 AM '91
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CORPORATION DIVISION

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status
- DATE 4-29
DOC # 681-9303

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

V DIS
4/29
Call when ready
and
if any problems
Please call
681-9303
Patti

Examine's Initials _____

ARTICLES OF DISSOLUTION OF
BUSINESS COUNCIL FOR ENVIRONMENTAL REMEDIATORS, INC.

FILED
96 APR 29 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. It is deemed by the undersigned Board of Directors to be in the best interests of Business Council for Environmental Remediators, Inc. (BCER), that this corporation be wound up and dissolved.
2. BCER has no members entitled to vote on the dissolution because by-laws were never adopted.
3. The Board of Directors has authorized and directed that dissolution take place, as prescribed by law.
4. BCER filed for incorporation on February 8, 1995, as confirmed by document no. N95000000611.
5. The corporation is located at 418 East Virginia Street, Tallahassee, Florida 32301.
6. No corporate debts remain unpaid at this time.

IT IS HEREBY RESOLVED, that the Board of Directors of this corporation elects to wind up the affairs of this corporation and dissolve it.


Matt Mathews (Chairman)


Ross A. Malone, Jr.


W. Gordon Dean