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LAW OFFICES

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January 4, 2000

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-01/10/00-01095-002

\*\*\*\*\*75.00 \*\*\*\*\*75.00

Corporate Records Bureau  
Division of Corporations  
Dept. of State  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: EPA CLEANING SOLUTIONS, INC.

To Whom It May Concern:

Please be advised that the undersigned represents the incorporator of EPA Cleaning Solutions, Inc.

Pursuant to same, I am herewith enclosing an original and copy of my client's fully executed Articles of Incorporation which I would appreciate your filing.

I am also enclosing my check in the amount of \$75.00 as and for payment of your filing fee.

Upon the filing of these documents, I would also appreciate your forwarding a stamped copy thereof directly to my office.

Thank you for your courtesy and consideration.

Very truly yours,

  
STEPHEN N. ROSENTHAL

SNR:laa  
Encl.

RECEIVED  
TALLAHASSEE, FLORIDA

00 JAN 10 AM 8:12

FILED

T. Burch JAN 18 2000

ARTICLES OF INCORPORATION  
OF  
EPA CLEANING SOLUTIONS, INC.

\*\*\*\*\*

THE UNDERSIGNED does hereby associate for the purpose of forming a corporation under the laws of the State of Florida, and to hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

EPA CLEANING SOLUTIONS, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of marketing, selling, promoting, purchasing, and distribution of environmentally conscious products, degreasers and cleansers, including any and all acts necessary or related to the operation of said business.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

(1000) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

FILED  
00 JAN 10 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be: 3008 Northwest 72nd Avenue, Miami, Florida 33122.

**ARTICLE VII - REGISTERED AGENT AND OFFICE**

The Registered Agent for the Corporation shall be DENISE E. BOEHM, and the Registered Office shall be located at: 3008 Northwest 72nd Avenue, Miami, Florida 33122, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with the applicable Florida Statutes.

**ARTICLE VIII - OFFICERS AND MANAGEMENT**

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Denise E. Boehm	President	3008 N.W. 72nd Ave.
	Vc. President	Miami, Florida 33122
	Secretary	
	Treasurer	

#### ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) persons.

#### ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Denise E. Boehm	3008 N. W. 72nd Avenue
	Miami, Florida 33122

#### ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

#### ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be

a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

#### ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

#### ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal at Dade County, Florida, this 27 day of  
Dec., 1997.

Denise E. Boehm (SEAL)  
DENISE E. BOEHM INCORPORATOR  
3008 N.W. 72nd AVE.  
MIAMI, FL. 33122 (SEAL)


\_\_\_\_\_(SEAL)

STATE OF FLORIDA )  
 ) SS  
COUNTY OF )

The foregoing instrument was acknowledged before me this  
27 day of Dec., 1997, by Denise E. Boehm,  
who is personally known to me or has produced \_\_\_\_\_  
as identification and who did (did not) take an oath; by  
\_\_\_\_\_, who is personally known to me or who  
has produced \_\_\_\_\_ as identification and who  
did (did not) take an oath; by \_\_\_\_\_, who is  
personally known to me or who has produced \_\_\_\_\_  
as identification and who did (did not) take an oath; by  
\_\_\_\_\_, who is personally known to me or who  
has produced \_\_\_\_\_ as identification and  
who did (did not) take an oath.

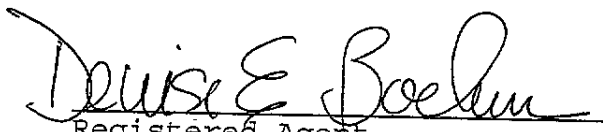
[Signature]  
Notary Public, State of Florida at Large

My Commission Expires:

 Stephen N. Rosenthal  
My Commission CC728649  
Expires March 29, 2002

CERTIFICATE ACCEPTING DESIGNATION  
AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as  
Registered Agent of EPA CLEANING SOLUTIONS, INC.,  
and agree to serve as its Registered Agent, to accept service of  
process within the State as its Registered Office located at:  
3008 Northwest 72nd Avenue, Miami, Florida 33122

  
Registered Agent

00 JAN 10 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED