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TRANSMITTAL LETTER

FILED
00 JAN 18 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

200003102002--5
-01/19/00-01014-002
****131.25 ****87.50

Subject: Total Environmental Solutions, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$131.25 which covers the costs for the Filing Fee, a Certified Copy and Certificate.

From: John M. Jones, P.E.
One Oakwook Blvd.
Suite 140
Hollywood, Florida 33020

(Telephone) (561) 706-5041



President
Total Environmental Solutions, INC.

D. BROWN JAN 25 2000

**ARTICLES OF INCORPORATION
OF
Total Environmental Solutions, INC.**

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The undersigned, acting as incorporator of a corporation pursuant to the Florida Profit Corporation Act, Section 607.0202, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

Total Environmental Solutions, INC.

ARTICLE II

BUSINESS ADDRESS

The principal place of business of this corporation shall be:

One Oakwood Boulevard
Suite 140
Hollywood, Florida 33020 :

ARTICLE III

SHARES

The corporation is authorized to issue 1000 shares of \$0.01 par value Common Stock, which shall be designated "Common Shares".

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office are:

Registered Agent: John M. Jones, P.E.
Registered Office: One Oakwood Boulevard
Suite 140
Hollywood, Florida 33020

ARTICLE V

INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial director of the corporation is as follows:

John M. Jones, P.E.
6655 Pondapple Road
Boca Raton, Florida 33433

ARTICLE VI

INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

John M. Jones, P.E.
6655 Pondapple Road
Boca Raton, Florida 33433

Executed this 5 day of January, 2000, by the undersigned Incorporator.



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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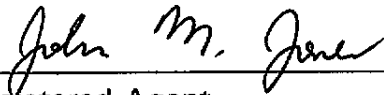
Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

The name of the corporation is: Total Environmental Solutions, INC.

The name and address of the initial registered agent and registered office are:

Registered Agent:	John M. Jones, P.E.
Registered Office:	6655 Pondapple Road Boca Raton, Florida 33433

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



Registered Agent

Dated: January 5, 2000