

FROM

Division of Corporations

(FRI) 5.19'00 7:30/ST. 7:29/NO. 4863333692 P

P00000022061

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000027595 8))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)922-4000

From:

Account Name : FOLEY & LARDNER OF TAMPA

Account Number : 071344001620

Phone : (813)229-2300

Fax Number : (813)221-4210

FILED
00 MAY 19 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

00 MAY 19 AM 8:44

DIVISION OF CORPORATIONS

BASIC AMENDMENT

OES ENVIRONMENTAL, INC.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$52.50

AM / RSC
KPG
5/19/00

FROM

(FRI) 5.19'00 7:30/ST. 7:29/NO. 4863333692 P 2

((H00000027595 8)))

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OES ENVIRONMENTAL, INC.**

In accordance with Sections 607.1007 and 607.1003 of the Florida Business Corporation Act, the Florida Statutes, as hereafter amended and modified (the "FBCA"), the undersigned Board of Directors and all of the Shareholders of OES Environmental, Inc., a Florida corporation (the "Corporation"), hereby adopt, amend and restate in its entirety the Articles of Incorporation of the Corporation as follows:

ARTICLE I

Name

The name of the Corporation is: OES Environmental, Inc.

ARTICLE II

Principal Address

The street address of the principal office and the mailing address of the Corporation is: 20 Lake Wire Drive, Suite 200, Lakeland, Florida 33815.

ARTICLE III

Purposes

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

Capital Stock

4.1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 40,000,000 shares, of which all shares shall be common stock, having a par value of \$0.001 per share (referred to in these Articles of Incorporation as "Common Stock")

4.2 Common Stock.

(a) Relative Rights. Except as otherwise provided in these Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

Bruce M. Rodgers, Esquire
Florida Bar # 908215
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

((H00000027595 8)))

FILED
00 MAY 19 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H00000027595 8)))

(b) Voting Rights. Each holder of Common Stock shall, except as otherwise provided by the FBCA, be entitled to one vote for each share of Common Stock held by such holder.

(c) Dividends. Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock and any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

(d) Dissolution, Liquidation, Winding Up. In the event of dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

4.3 Intentionally Deleted.

4.4 Shares Acquired by the Corporation. Shares of Common Stock that have been acquired by the Corporation shall become treasury shares and may be resold or otherwise disposed of by the Corporation for such consideration as shall be determined by the Board of Directors, unless or until the Board of Directors shall by resolution provide that any or all treasury shares so acquired shall constitute authorized, but unissued shares.

4.5 No Preemptive Rights. Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE V

Registered Office and Agent

The Corporation designates Suite 2700, 100 N. Tampa Street, Tampa, Florida 33602 as the street address of the registered office of the Corporation and names Bruce M. Rodgers, Esq., the Corporation's registered agent at that address to accept service of process within this state.

(((H00000027595 8)))

(((H00000027595 8)))

ARTICLE VI
Board of Directors

6.1 Classification. The number of directors of the Corporation shall be as fixed from time to time by or pursuant to these Articles of Incorporation or by bylaws of the Corporation (the "Bylaws"). Each director shall serve until such director's successor is duly elected and qualified or until such director's earlier death, resignation or removal. At each annual meeting of the shareholders, the successors to directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of the shareholders held in the following year when their successors shall have been duly elected and qualified or until such director's earlier death, resignation or removal.

6.2 Removal

(a) Removal For Cause. Any director or directors may be removed from office at any time, but only for cause (as defined in Section 6.2(b) hereof) and only by the affirmative vote, at any annual or special meeting of the shareholders, of not less than sixty-six and two-thirds percent (66-2/3%), of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, but only if notice of such proposed removal was contained in the notice of such meeting. At least thirty (30) days prior to such annual or special meeting of shareholders, written notice shall be sent to the director or directors whose removal will be considered at such meeting.

(b) "Cause" Defined. For the purposes of this Section 6.2, "cause" shall mean (i) misconduct as a director of the Corporation or any subsidiary of the Corporation which involves dishonesty with respect to a material corporate activity or material corporate assets, or (ii) conviction of an offense punishable by one (1) or more years of imprisonment (other than minor regulatory infractions and traffic violations which do not materially and adversely affect the Corporation).

(c) Vacancies. Newly created directorships resulting from any in the number of directors or any vacancy of the Board of Directors resulting from death, resignation, disqualification, removal or otherwise, may be filled only by affirmative vote of a majority of the remaining directors then in office, even though less than a quorum, or by a sole remaining director, or, if not filled by the directors, by the shareholders. Any director so elected shall hold office until the next election of the class for which such director shall have been elected and until such director's successor shall have been elected and qualified or until any such director's earlier death, resignation or removal.

6.3 Change of Number of Directors. The Board of Directors shall have the power to increase or decrease the authorized number of directors, with or without shareholder approval. In the event of any increase or decrease in the authorized number of directors, the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the three classes of directors so as to maintain

(((H00000027595 8)))

FROM

(FRI) 5.19'00 7:31/ST. 7:29/NO. 4863333692 P 5

((H00000027595 8))

such classes as nearly equal as possible. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

6.4 Intentionally Deleted.

6.5 Personal Liability of Directors. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except as provided by Section 607.0831 of the FBCA. If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as amended. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

6.6 Exercise of Business Judgment. In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this provision solely grants discretionary authority to the directors and no constituency shall be deemed to have been given any right to consideration thereby.

6.7 Directors. The number of directors constituting the Board of Directors as of the date of adoption of these Articles of Incorporation is two (2). The number of directors may be increased or decreased from time to time as provided in these Articles of Incorporation or by the Bylaws, but in no event shall the number of directors be less than two (2). The names and addresses of the directors as of the date of adoption of these Articles of Incorporation are:

Norman Miranda
20 Lake Wire Drive
Suite 200
Lakeland, Florida 33815

Andrea Ling
20 Lake Wire Drive
Suite 200
Lakeland, Florida 33815

((H00000027595 8))

(((H00000027595 8)))

ARTICLE VII
Action By Shareholders

7.1 Annual Meetings. At an annual meeting of the shareholders of the Corporation, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been brought before the annual meeting (a) by, or at the direction of, the Board of Directors, or (b) by any shareholder of the Corporation who complies with the notice procedures set forth in the Bylaws.

7.2 Special Meetings. Special meetings of the shareholders of the Corporation may be called at any time by (a) the Board of Directors; (b) the Chairman of the Board of Directors (if one is so appointed); (c) the President of the Corporation; or (d) the holders of not less than fifty (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting, if such shareholders sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Special meetings of the shareholders of the Corporation may not be called by any other person or persons.

7.3 Shareholder Action Without a Meeting. Any action required or permitted to be taken at an annual or special meeting of shareholders of the Corporation may be taken without a meeting, without prior notice, and without a vote if the action is taken in the manner set forth under Section 607.0704 of the FBCA, as the same may be hereafter amended or superseded.

ARTICLE VIII
Amendments

8.1 Articles of Incorporation. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding that a lesser percentage may be specified by law) the affirmative vote of sixty-six and two-thirds percent (66-2/3%) of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required (unless separate voting by classes is required by the FBCA, in which event the affirmative vote of sixty-six and two-thirds percent (66-2/3%) of the number of shares of each class or series entitled to vote as a class shall be required), to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of, Articles IV, VI, VII, VIII or this Article IX of these Articles of Incorporation. Notice of any such proposed amendment, repeal or adoption shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Board of Directors shall have the right to amend, alter, repeal or rescind any provision contained in these First Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by law.

8.2 Bylaws. The Board of Directors shall have the power to amend or repeal the Bylaws in such manner as shall be prescribed by the Bylaws, and nothing herein shall serve to limit such power. The shareholders of the Corporation may adopt or amend a provision to the Bylaws which fixes a greater quorum or voting requirement for shareholders (or voting groups

FROM

(FRI) 5.19'00 7:32/ST. 7:29/NO.4863333692 P 7

((H00000027595 8)))

of shareholders) than is required by the FBCA. The adoption or amendment of a bylaw that adds, changes or deletes a greater quorum or voting requirement for shareholders must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum or voting requirement then in effect or proposed to be adopted, whichever is greater.

The foregoing amendment and restatement of the Corporation's Articles of Incorporation amends the Corporation's Articles of Incorporation and was adopted and approved by the board of directors and the shareholders of the Corporation by a unanimous written consent of the board of directors and the shareholders pursuant to Sections 607.0704 and 607.0821 of the FBCA.

The foregoing amendment and restatement of the Corporation's Articles of Incorporation will become effective upon the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed on behalf of the Corporation this 18th day of May, 2000.

OES ENVIRONMENTAL, INC.

By: 
Norman Miranda, President

((H00000027595 8)))