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ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE

SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO
ALLISON B. ROGERS

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

July 5, 2000

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*****78.75 *****78.75

Florida Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

In Re: Bluestone Environmental, Inc.

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation of Bluestone Environmental, Inc. I would appreciate it if you would file the original Articles of Incorporation in your office. After the Articles of Incorporation have been filed, the copy of the Articles should then be certified. The certified copy of the Articles of Incorporation should then be mailed to my office.

You will also find enclosed a check in the amount of \$78.75, in payment of the following fees for the corporation:

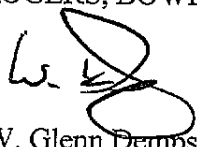
Filing Fee	\$35.00
Designation of Registered	
Agent Fee	35.00
Certified Copy Fee	<u>8.75</u>
Total	<u>\$78.75</u>

FILED
00 JUL 12 AM 10:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

If you have any questions, or should require additional information, please give me a call at your convenience.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO


W. Glenn Dempsey

WGD/cm
Enclosure

17 2000

**ARTICLES OF INCORPORATION
OF
BLUESTONE ENVIRONMENTAL, INC.**

FILED
00 JUL 12 AM 10:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is BLUESTONE ENVIRONMENTAL, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is 4521 Parker Avenue, West Palm Beach, Florida 33405.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State's office.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE V - CAPITAL STOCK

The Corporation shall have the authority to issue one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4521 Parker Avenue, West Palm Beach, Florida 33405, and the name of the initial registered agent of this corporation at that address is Charles C. Ward.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Charles C. Ward
4521 Parker Avenue
West Palm Beach, Florida 33405

ARTICLE VIII – OFFICERS

The following person shall serve as the officers of this corporation from its inception, and until their successors are duly elected and qualified:

<u>Name</u>	<u>Title</u>
Charles C. Ward	President
Charles C. Ward	Secretary
Charles C. Ward	Treasurer

ARTICLE IX - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

Charles C. Ward
4521 Parker Avenue
West Palm Beach, Florida 33405

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of July, 2000.

Charles C. Ward
Charles C. Ward

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 6 day of July, 2000, by Charles C. Ward, who is either personally known to me or who has produced his drivers license as identification.

Dale Wiley
Notary Public State of Florida

My Commission Expires:



Dale Wiley
MY COMMISSION # CC799088 EXPIRES
December 23, 2002
BONDED THRU TROY FAIN INSURANCE, INC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, BLUESTONE ENVIRONMENTAL, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of West Palm Beach, County of Palm Beach, State of Florida, has named Charles C. Ward, whose address is 4521 Parker Avenue, West Palm Beach, Florida 33405, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: July 06, 2000

Charles C. Ward
Charles C. Ward

WGD/Doc2000/Bluestone Environmental - Articles



Dale Wiley
Dale Wiley
MY COMMISSION # CC799088 EXPIRES
December 23, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
JUL 12 AM 10:20
TALLAHASSEE FLORIDA
SECRETARY OF STATE