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July 28, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

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-07/31/00--01114--010
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RE: **GULF BREEZE ENVIRONMENTAL SERVICE GROUP, INC.**
Incorporation
Our File No. C25-00450

Gentlemen:


Enclosed herewith please find executed original and copy of Articles of Incorporation with respect to **GULF BREEZE ENVIRONMENTAL SERVICE GROUP, INC.**

Also enclosed please find our check in the amount of \$78.75 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
TOTAL	\$70.00

Please file the Articles of Incorporation and return a copy marked "Filed" to the undersigned in the enclosed stamped envelope. Thank you for your assistance in this matter.

Very truly yours,


J. D. Smith
For the Firm

JDS/slw
Enclosures
cc: John Phillip Carmichael

F:\MyFiles\Users\slw\C00450\DOS.Articles.wpd

FILED
00 JUL 31 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-4
26

**ARTICLES OF INCORPORATION
OF
GULF BREEZE ENVIRONMENTAL SERVICE GROUP, INC.**

FILED
00 JUL 31 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is Gulf Breeze Environmental Service Group, Inc., and its principal office is located at 3116 Birdseye Circle, Gulf Breeze, FL 32561.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

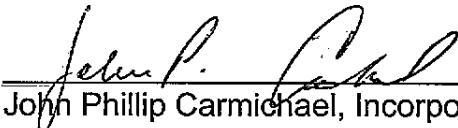
The street address of this corporation's initial registered office is 3116 Birdseye Circle, Gulf Breeze, FL 32561, and the name of this corporation's initial registered agent is John Phillip Carmichael.

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is John Phillip Carmichael, 3116 Birdseye Circle, Gulf Breeze, FL 32561.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of July, 2000.

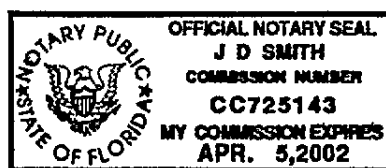


John Phillip Carmichael, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27 day of July, 2000, by John Phillip Carmichael who personally appeared before me and who is personally known to me or who has produced FL DL C652-475-63-384-D as identification.



Notary Public, State of Florida

J D Smith
(Name of Acknowledger Printed)

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JOHN PHILLIP CARMICHAEL, hereby accept the appointment as Registered Agent for **GULF BREEZE ENVIRONMENTAL SERVICE GROUP, INC.**, as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this
27 day of July, 2000.


JOHN PHILLIP CARMICHAEL

FILED
00 JUL 31 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FL