

PO1000007492

Gail M. Taylor
3435 Enterprise Avenue #9
Naples, FL 34104
(941) 435-0774

January 17, 2001

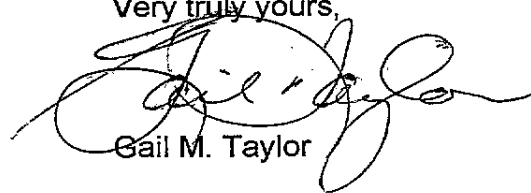
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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed for filing is Articles of Incorporation of Environmental Testing Center, Inc., together with my check in the amount of \$78.75 to cover the filing fee, including a certified copy.

Very truly yours,



Gail M. Taylor

/gmt
Encs

FILED
01 JAN 18 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 22 2001

ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL TESTING CENTER, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

1.01 Name and Address. The name of the Corporation is **Environmental Testing Center, Inc.**, and the mailing address of the Corporation is 3435 Enterprise Avenue #9, Naples, Florida 34104.

ARTICLE II.

2.01 Duration. The period of duration of the Corporation is perpetual.

ARTICLE III.

3.01 Powers. The Corporation is organized for the purposes of transacting any and all useful business.

3.02 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE IV.

4.01 Stock Certificates. Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares Not in Classes. The shares of the Corporation are not to be divided into classes.

ARTICLE V.

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE VI.

6.01 Bylaws. The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

6.05 Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

ARTICLE VII.

7.01 Organizing Directors. The initial Board of Directors shall consist of two (2) Directors. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Directors of this Corporation is:

<u>Name</u>	<u>Address</u>
Gail M. Taylor	3425 Enterprise Avenue #9 Naples, FL 34104
Ray Narushko	2925 S. Semoran Blvd., Apt. 259 Orlando, FL 32822

ARTICLE VIII.

8.01 Registered Agent and Registered Office. The name and address of the initial Registered Agent of the Corporation is Gail M. Taylor, whose mailing address is 3435 Enterprise Avenue #9, Naples, FL 34104.

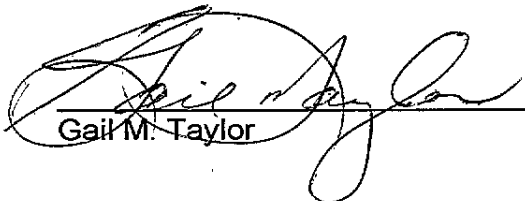
ARTICLE IX.

9.01 Incorporators. The name and address of the person signing these Articles is Gail M. Taylor, whose mailing address is 3435 Enterprise Avenue #9, Naples, Florida 34104.

ARTICLE X.

10.01 Subchapter "S" Corporation. The Corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (a) natural persons, (b) estates, or (c) a trust as described in 25 USCS, §1361, as amended January 1, 1983, and as amended in 1988 by PL100-647, defined a qualified "Small Business Corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 17 day of January 2001.

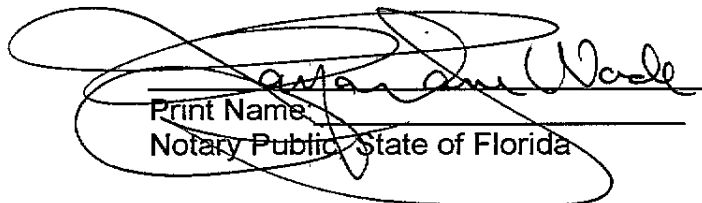

Gail M. Taylor

STATE OF FLORIDA
COUNTY OF MARIAN

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Gail M. Taylor known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 17 day of January 2001.

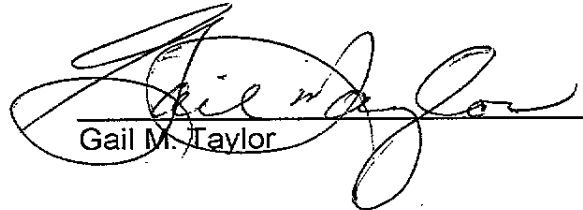
KAYAN JANE WADE
Notary Public, State Of Florida
My Comm. Expires Sept. 20, 2003
Comm. No. CC 872137


Print Name _____
Notary Public, State of Florida

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Gail M. Taylor, whose address is 3425 Enterprise Avenue #9, Naples, Florida 34104, is the initial registered agent named in the Articles of Incorporation to accept service of process for **Environmental Testing Center, Inc.**, a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 17th day of January, 2001.


Gail M. Taylor

FILED
01 JAN 18 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA