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PO10000132

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January 30, 2001

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

900003631429--3
-02/02/01--01113--010
*****87.50 *****87.50

RE: APC SERVICES, INC. - Filing of Articles of Incorporation

Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of \$87.50 to file the enclosed original Articles of Incorporation for APC SERVICES, INC. Also enclosed is a self-addressed, stamped envelope for returning the Articles of Incorporation.

Thank you for your attention to this matter, as time is of the essence.

Please call the undersigned at (561) 361-9600 should you have any questions.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Claudia Liberman
Claudia Liberman, Legal Assistant

FILED
01 FEB -2 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/cll
Enclosures

FAWS2000\DOCUMENT\CLAUDIA\FORM.LTR\SEC-ST.LTR

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ARTICLES OF INCORPORATION

OF

APC SERVICES, INC.

ARTICLE I

NAME

The name of this corporation is

APC SERVICES, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To provide services for and inspections of air pollution control equipment.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him/her from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

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01 FEB -2 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 17266 Boca Club Boulevard, Apt. 1605, Boca Raton, Florida 33487. The initial registered agent of this corporation is Andrew M. Greenblatt, 17266 Boca Club Boulevard, Apt. 1605, Boca Raton, Florida 33487. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The name and address of the initial Director of this corporation is:

Andrew M. Greenblatt	17266 Boca Club Boulevard
	Apt. 1605
	Boca Raton, Florida 33487

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

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

Andrew M. Greenblatt
17266 Boca Club Boulevard, Apt. 1605
Boca Raton, Florida 33487

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of January, 2001.


ANDREW M. GREENBLATT

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 29th day of January, 2001, by Andrew M. Greenblatt, who is personally known to me (or who has produced
as identification).

(SEAL)

Claudia Lynn Liberman
Print Name: Claudia Lynn Liberman
Notary Public, State of Florida

NOTARY PUBLIC - STATE OF FLORIDA
CLAUDIA LYNN LIBERMAN
COMMISSION # CC828936
EXPIRES 7/30/2003
BONDED THRU ASA 1-888-NOTARY1

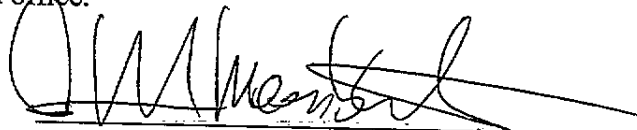
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That APC SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 17266 Boca Club Boulevard, Apt. 1605, Boca Raton, Florida 33487, in the City of Boca Raton, County of Palm Beach, State of Florida has named Andrew M. Greenblatt, its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



ANDREW M. GREENBLATT
(Registered Agent)

FILED
01 FEB - 2 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA