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Law Offices of
CHANG & ST. LUCE, P.A.
561 North East 79th Street, Suite 207
Miami, Florida 33138
Telephone: (305) 762-7525
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FILED

01 MAY 18 PM 2:57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 15, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Dear Sir:

Enclosed, please find the Articles of Incorporation for Environmental & Wetland Service Providers, Inc. Please find a check in the amount of seventy eight dollars and seventy five cents (\$78.75) to cover the filing fee, registered agent fee and certified copy fee.

Please send the certified copy of the articles of incorporation to the following address:

Environmental & Wetland Service Providers, Inc.
c/o Law Offices of Chang & St. Luce, P.A.
561 NE 79th Street, Suite 207
Miami, Florida 33138

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Sincerely,

Suzanne St. Luce
Suzanne St. Luce, Esq.

SS/kc

Encl.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL & WETLAND SERVICE PROVIDERS, INC.**

The undersigned natural person, acting as Incorporator for the purpose of forming a Florida based for profit corporation under the provisions of Section 607, Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be Environmental & Wetland Service Providers, Inc.

ARTICLE II - EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1501 North East 48 Court, Ft. Lauderdale, Florida 33334.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a

written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1501 NE 48th Court, Ft. Lauderdale, FL 33334, and the name of the initial registered agent of this corporation at that address is Yoseph Kidane.

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Yoseph Kidane	1501 NE 48 th Court Ft. Lauderdale, FL 33334

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation, but shall never be less than one (1). The name and street address of the initial directors of this corporation is:

Name

Street Address

Yoseph Kidane

1501 NE 48th Court
Miami, FL 33161

ARTICLE IX INITIAL OFFICERS

The name and address of the initial Officer of this corporation is:

Name

Street Address

Yoseph Kidane

1501 NE 48th Court
Ft. Lauderdale, Florida 33334

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE XI - BYLAWS

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General

Corporation Act and its amendments and modifications. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed these Articles of Incorporation this 11 day of May, 2001.

Yoseph Kidane
Yoseph Kidane, Incorporator

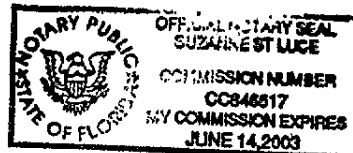
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Yoseph Kidane, personally known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 11 day of May, 2001.

Suzanne St Luce
Notary Public
State of Florida At Large
My Commission Expires:

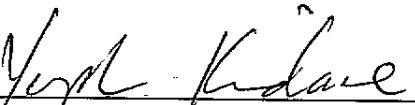


ACCEPTANCE AS RESIDENT AGENT

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

Environmental & Wetland Service Providers 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 Ft. Lauderdale, County of Broward, State of Florida, had named Yoseph Kidane, who is located at 1501 NE 48th Court, Ft. Lauderdale, Florida 33334, Florida, 33161 as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Yoseph Kidane

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