

CORPORATE  
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INC.

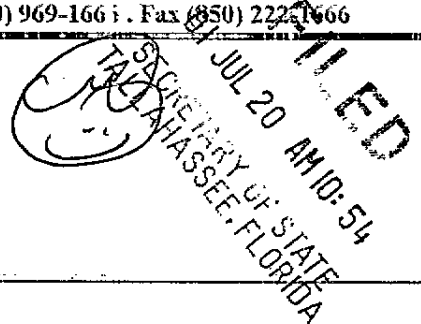
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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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J. BRYAN JUL 20 2001

**ARTICLES OF INCORPORATION  
OF  
M&W ENVIRONMENTAL, INC.**

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporations Act.

**ARTICLE I  
Name of Corporation**

The name of the corporation is:

M&W ENVIRONMENTAL, INC.

**ARTICLE II  
Commencement of Business**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III  
Purpose**

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of Common Stock, par value \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any intangible or tangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate.

**ARTICLE V  
Term of Existence**

This corporation is to exist perpetually.

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TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**Principal Place of Business**

The initial street address in this state of the principal office of this corporation is 2726 Suncrest Drive, Sarasota, Florida 34239. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII**  
**Incorporator**

The name and street address of the incorporator is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Peter M. Moroz	2726 Suncrest Drive Sarasota, FL 34239

The incorporator of this corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE VIII**  
**Initial Board of Directors**

The corporation shall have two (2) directors initially. The names and addresses of the initial directors are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Peter M. Moroz	2726 Suncrest Drive Sarasota, FL 34239
Dennis Robert Wood	<u>5714 Arboga Rd.</u> <u>Marysville, Ca. 95901</u>

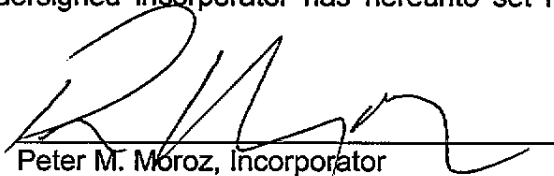
**ARTICLE IX**  
**Initial Registered Office and**  
**Registered Agent**

The initial designation of the registered office of this corporation is 2726 Suncrest Drive, Sarasota, Florida 34239, and the registered agent at this address is Peter M. Moroz.

**ARTICLE X**  
**Amendments**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 25 day of June, 2001.

  
Peter M. Moroz, Incorporator

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That M&W ENVIRONMENTAL, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 2726 Suncrest Drive, Sarasota, Florida 34239, has named Peter M. Moroz, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

REGISTERED AGENT:

  
Peter M. Moroz

Moroz/M&W Environmental/articles

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