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LAW OFFICES OF
GREGG MARTIN HOROWITZ, P. A.

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SARASOTA, FLORIDA 34236

TELEFAX:

(941) 365-0951

PLEASE REPLY TO: SARASOTA P.O. BOX

GREGG M. HOROWITZ

MAILING ADDRESS:

P.O. Box 2927

SARASOTA, FLORIDA 34230

October 29, 2001

Secretary Of State
Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.00 *****78.00

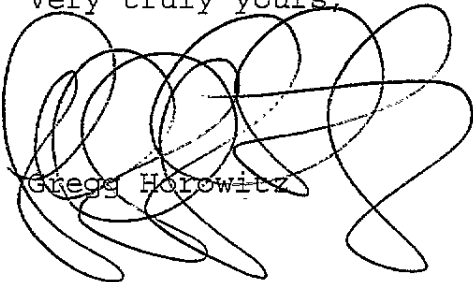
Re: *American Environmental Group, Inc.*

Gentlemen:

Enclosed is the following:

1. Original and one copy of the Articles Of Incorporation for *American Environmental Group, Inc.*, along with a check in the amount of \$78 to cover all costs for the formation of the corporation.

Very truly yours,



Gregg Horowitz

(enclosures)

FILED
01 OCT 31 AM 7:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
AMERICAN ENVIRONMENTAL GROUP, INC.**

FILED

01 OCT 31 AM 7:45

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned sole incorporator, being a natural competent to contract and desiring to form a corporation under Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **AMERICAN ENVIRONMENTAL GROUP, INC.** with its principal office and mailing address at: 4901 Silk Oak Drive, Sarasota, Florida 34232.

2. The corporation is to commence its corporate existence on the date of filing of the articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this Chapter.

4. The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock, all with a one dollar (\$1.00) par value and of one class.

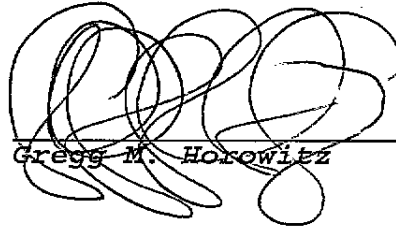
5. The street address for the initial registered office is 1800 Second Street, Ste. 890, Sarasota, Florida 34236, and the name of its initial registered agent at that address is Gregg M. Horowitz.

6. The number of Directors constituting the initial Board Of Directors is one, and the name and address of that person is as follows: Gregg M. Horowitz, 1800 Second Street, Ste. 890, Sarasota, Florida 34236.

7. The name and address of the sole incorporator is:

Gregg M. Horowitz, 1800 Second Street, Ste. 890, Sarasota, Florida
34236.

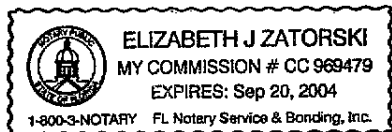
IN WITNESS WHEREOF, the undersigned, as sole incorporator of
this corporation has executed these Articles of Incorporation on
October 29, 2001.


Gregg M. Horowitz


STATE OF FLORIDA
COUNTY OF SARASOTA

I DO HEREBY CERTIFY that today, personally appeared before me,
an officer duly authorized to administer oaths and take
acknowledgments Gregg M. Horowitz, who is personally known to me,
deposes and says that the facts alleged in the foregoing articles
of incorporation are true, correct, and based upon personal
knowledge, and that this oath was executed freely, voluntarily, and
for the purposes herein expressed.

WITNESS my hand and official seal at Sarasota, Florida on
October 29, 2001.

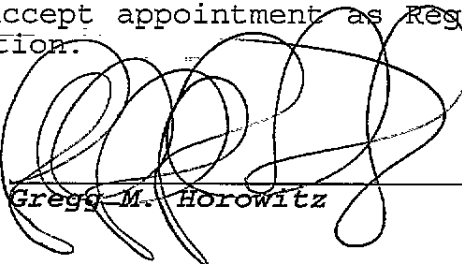


NOTARY PUBLIC:

sign 
State of Florida at
Large (Seal)

My Commission Expires:

I, the undersigned, hereby accept appointment as Registered
Agent of the above stated corporation.


Gregg M. Horowitz