

**Electronic Articles of Incorporation
For**

P02000102537
FILED
September 23, 2002
Sec. Of State

CHARLTON ENVIRONMENTAL CORPORATION

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CHARLTON ENVIRONMENTAL CORPORATION

Article II

The principal place of business address:

7701 STARKEY ROAD
SUITE 414
LARGO, FL. 33777

The mailing address of the corporation is:

7701 STARKEY ROAD
SUITE 414
LARGO, FL. 33777

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100,000

Article V

The name and Florida street address of the registered agent is:

WILLIAM E BARBER
7701 STARKEY ROAD
SUITE 414
LARGO, FL. 33777

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: WILLIAM E. BARBER

Article VI

The name and address of the incorporator is:

REDDING W. THOMAS
1113 PENISTON STREET
SUITE B
NEW ORLEANS, LA 70115

Incorporator Signature: REDDING W. THOMAS

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
REDDING W THOMAS
1113 PENISTON STREET, SUITE B
NEW ORLEANS, LA. 70115

Title: P
WILLIAM E BARBER
7701 STARKEY ROAD, SUITE 414
LARGO, FL. 33777 US

Title: S
REDDING W THOMAS
1113 PENISTON STREET, SUITE B
NEW ORLEANS, LA. 70115

Title: T
PAMELA S WEISFELD
350 FIFTH AVE., SUITE 6617
NEW YORK, NY. 10118

Title: V
REDDING W THOMAS
1113 PENISTON STREET, SUITE B
NEW ORLEANS, LA. 70115

Title: V
PAMELA S WEISFELD
350 FIFTH AVE., SUITE 6617
NEW ORLEANS, LA. 70115

Article VIII

The effective date for this corporation shall be:

09/20/2002