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Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FLORIDA PROFIT CORPORATION OR P.A.
RESIDUE RECOVERY SYSTEMS OF SOUTH FLORIDA, INC.

| | |
|-----------------------|---------|
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ARTICLES OF INCORPORATION

FOR

RESIDUE RECOVERY SYSTEMS OF SOUTH FLORIDA, INC.

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ARTICLE I

The name of the corporation is: RESIDUE RECOVERY SYSTEMS OF SOUTH FLORIDA, INC. The mailing address of the corporation is: 18305 Biscayne Boulevard, Suite 212, Miami, Florida 33160.

ARTICLE II

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any time is 500,000 common shares. Such 500,000 common shares shall consist of one class only having a par value of \$.01 per share. Such shares shall be initially divided as 250,000 common shares for Robert Courmoyer and 250,000 common shares for NCS Limited,

RESIDUE RECOVERY SYSTEMS OF SOUTH FLORIDA, INC.

Articles of Incorporation

Page 2

Inc. with its principal address at 1781 Opa Locka Boulevard, Opa Locka, Florida 33054.

ARTICLE V

The street address of the initial registered office of the corporation is 2828 Coral Way, Suite 304, Miami, Florida 33145. The name of the corporation's initial registered agent at said address is Richard S. Gendler.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be two (2). The name and street address of the initial members of the Board of Directors are:

**Robert Cournoyer
16711 Collins Avenue, Upper PH #8
Sunny Isles Beach, Florida 33160**

**Yoram Nahari
20533 Biscayne Blvd., Suite #552
Aventura, Florida 33180**

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

ARTICLE VII

The Officers of the corporation shall be President, Vice-President, Secretary, and Treasurer. The name and address of the initial Officers of the corporation are:

RESIDUE RECOVERY SYSTEMS OF SOUTH FLORIDA, INC.

Articles of Incorporation

Page 3

Yoram Nahari, President and Secretary
20533 Biscayne Blvd., Suite #552
Aventura, Florida 33180

Robert Cournoyer, Vice-President and Treasurer
16711 Collins Avenue, Upper PH #8
Sunny Isles Beach, Florida 33160

The number of Officers may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

ARTICLE VIII

The name and street address of the incorporator is:

Richard S. Gendler
2828 Coral Way, Suite 304
Miami, Florida 33145

ARTICLE IX

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a

RESIDUE RECOVERY SYSTEMS OF SOUTH FLORIDA, INC.

Articles of Incorporation

Page 4

committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

a. The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

b. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by Florida law.


Robert Coulmeyer

1-8-03
Date


Yoram Nahari

1/8/03
Date

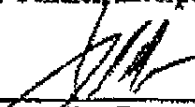
RESIDUE RECOVERY SYSTEMS OF SOUTH FLORIDA, INC.

Articles of Incorporation
Page 5

IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation
to be executed at Miami-Dade County, Florida this 9 day of January, 2003.



Richard S. Gendler, Incorporator



Richard S. Gendler, Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation were sworn and subscribed before me Richard S. Gendler, Incorporator and Registered Agent, based upon personal knowledge, this 9 day of January, 2003.



Notary Public
State of Florida at large

My Commission Expires:



RESIDUE RECOVERY SYSTEMS OF SOUTH FLORIDA, INC.

Articles of Incorporation

Page 6

ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for RESIDUE RECOVERY SYSTEMS OF SOUTH FLORIDA, INC., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 9 day of January, 2003.



Richard S. Gendler, Registered Agent

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