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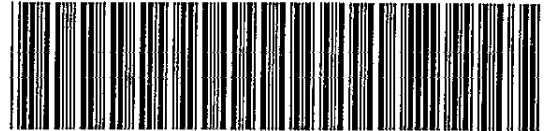
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TALLAHASSEE, FLORIDA

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LAW OFFICES
OUGHTERSON, SUNDHEIM, & WOODS, P.A.

310 SW OCEAN BOULEVARD
STUART, FLORIDA 34994-2007

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FREDERICK G. SUNDHEIM, JR.
WALTER G. WOODS*

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OF COUNSEL

*BOARD CERTIFIED REAL ESTATE LAWYER

SANDRA L. SUNDHEIM-STRAUSBAUGH

April 15, 2003

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Ultimate Environmental Services, Inc.

Dear Sirs:

I have enclosed a check in the amount of \$78.75 to cover your filing fee and obtaining a certified copy of the enclosed Articles of Incorporation for the above corporation.

Once the Articles have been filed, please return the copy to my office marked as filed.

Sincerely yours,

Frederick G. Sundheim, Jr.

FGS:sn
Encls.
G-879

cc: Mr. Donnie Guthrie

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ULTIMATE ENVIRONMENTAL SERVICES, INC.**

ARTICLE I. NAME

The name of this corporation shall be ULTIMATE ENVIRONMENTAL SERVICES, INC..

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock without nominal or par value. One having a nominal or par value of One (\$1.00) Dollar per share.

ARTICLE V. PRINCIPAL AND REGISTERED OFFICE

The street address of the principal office of this corporation in the State of Florida is in c/o 310 SW Ocean Blvd., Stuart, FL 34994. The street address of the initial registered office of this corporation in the State of Florida is in c/o 310 SW Ocean Blvd., Stuart, Florida. The name of the initial registered agent at such address is DONNIE GUTHRIE.

ARTICLE VI MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders of the corporation. There will be no directors.

ARTICLE VII. OFFICERS

The names and street addresses of the subscribers of these Articles of Incorporation are:

Name	Address	Office
Donnie Guthrie	PO Box 847 Palm City, FL 34991	P
Colin Maclachlan	731 Cardinal Drive Port St. Lucie, FL 34983	VP

ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE IX. 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 shareholders and approved) at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS

Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.

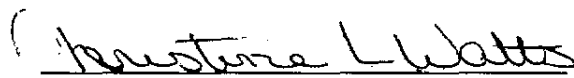
ARTICLE XI. INCORPORATOR

The name and address of the initial incorporator is DONNIE GUTHRIE, PO Box 847, Palm City, FL 34991.


DONNIE GUTHRIE

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 15 day of April, 2003, by DONNIE GUTHRIE, who is _____ personally known to me or who has produced as identification _____.


Signature of Notary Public



Christine L. Watts
MY COMMISSION # CC838568 EXPIRES
July 5, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Print, type or stamp commissioned
name of Notary Public

I, DONNIE GUTHRIE, having been designated to act as Registered Agent, hereby consent to act in that capacity until removed or my resignation is submitted.


DONNIE GUTHRIE

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SECRETARY
TALLAHASSEE, FLORIDA