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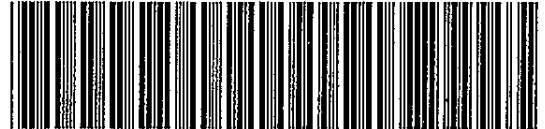
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/20/04

ATKIN LAW FIRM

Attorney at Law
1424 Dean Street
P.O. Box 2856
Ft. Myers, FL 33902

(239) 337-4477

(Fax) (239) 337-5376

May 18, 2004

State of Florida
Department of State
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

Re: Kaptain Kleen, Inc.

Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation and the original Certificate Designating Registered Agent and Place of Business Domicile for the Service of Process Within Florida and Acceptance of Agent Upon Whom Process May be Served for the above company. Please file the originals and return a certified copy of the Articles to this office. A check in the amount of \$122.50 is enclosed.

Your cooperation in this matter is appreciated.

Sincerely,



Howard Atkin

HA/smp
Enclosure

**ARTICLES OF INCORPORATION
OF
KAPTAIN KLEEN, INC.**

ARTICLE I - NAME

The name of the corporation is KAPTAIN KLEEN, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing the Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder shall upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1424 Dean Street, Ft. Myers, Florida 33901 and the name of the initial registered agent of this Corporation is Howard Atkin.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director and no more than five. The name and address of the initial Board of Directors of the corporation is:

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these Articles is: LESLIE H. BERGSTROM, 4403 SE 1 Avenue, Cape Coral, FL 33904.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles on the 18 day of May, 2004.


Leslie H. Bergstrom

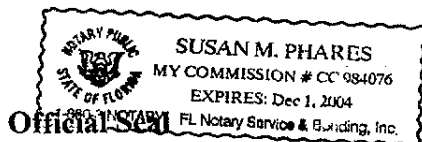
STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County as set forth above, personally appeared LESLIE H. BERGSTROM, known to be and

known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above,
this 18 day of May, 2004.



Susan M. Phares (SEAL)
Notary Public

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.34, Florida Statutes, the following is submitted.

That KAPTAIN KLEEN, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4403 SE 1 Avenue, Cape Coral, FL 33904, has named Howard Atkin, located at 1424 Dean Street, Fort Myers, Florida 33901, as its agent to accept service of process 33901 within Florida.

DATED: May 18, 2004.


Leslie H. Bergstrom

Having been named to accept service of process for the above- named corporation, at the place designated on this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties.


Howard Atkin, Registered Agent

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