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Anthony M. Nardella, Jr.
Stephen C. L. Chong
(Board Certified Real Estate Lawyer)
C. Gene Shipley
Thomas M. Schneider
(Also Reensed in Illinois)
Of Counsel:
Byron D. Gay

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July 26, 2006

VIA DHL EXPRESS

Department of State Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Re: Metro Environmental, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of Metro Environmental, Inc. for filing with your office. Also find enclosed a check in the amount of \$78.75 to cover the \$35.00 filing fee, \$8.75 certified copy fee, and \$35.00 registered agent fee. Once the Articles have been filed, please return the certified copy to me in the DHL envelope provided.

If you have any questions regarding this matter, please feel free to contact us.

Sincerely,

Stephen C. L. Chong

SCLC/pp Enclosure

cc: Ronald J. Pruim, Jr.



FLORIDA DEPARTMENT OF STATE Division of Corporations

July 28, 2006



STEPHEN C. CHONG 234 N. WESTMONTE DR., SUITE 3000 ALTAMONTE SPRINGS, FL 32714-3373

SUBJECT: METRO ENVIRONMENTAL, INC.

Ref. Number: W06000033549

We have received your document for METRO ENVIRONMENTAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham Document Specialist New Filing Section

Letter Number: 806A00047824

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ARTICLES OF INCORPORATION

OF

METRO ENVIRONMENTAL, INC.

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

<u>NAME</u>

The name of this Corporation shall be Metro Environmental, Inc.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence its corporate existence on the date of filing of these Articles, and shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE III

PRINCIPAL OFFICE

The street address of the Corporation's principal office shall be:

2263 Clark Street Apopka, Florida 32703

The mailing address shall be:

P. O. Box 681730 Orlando, FL 32868

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to provide septic tank installations and cleaning, and any other lawful purpose or purposes.

<u>ARTICLE V</u>

CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue Ten Thousand (10,000) shares of voting common stock, having par value of One Dollar (\$1.00) per share, which shall be designated Common Stock.

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights.

The Corporation elects to have preemptive rights and each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued, whether or not presently authorized, including shares previously reacquired by this Corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the price, terms and conditions of the issues of shares, and inviting the shareholder to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and street address of the initial directors of this Corporation are:

Christopher Brown 1433 Fontaine Drive Apopka, Florida 32703

Ronald J. Pruim, Jr. 5212 Hammock Circle St. Cloud, Florida 34771-8761

- 2 -

Richard J. Pruim 29039 Shirley Shores Road Tavares, Florida 32778

Randall J. Pruim 1348 Lindzlu Street Winter Garden, FL 34787

Ronald J. Pruim, Sr. 319 Speyside Lane Apopka, Florida 32712

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

Stephen C. L. Chong 234 N. Westmonte Drive, Suite 3000 Altamonte Springs, Florida 32714

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and office of this Corporation shall be as follows:

Stephen C. L. Chong 234 N. Westmonte Drive, Suite 3000 Altamonte Springs, Florida 32714

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X

DIRECTOR CONFLICTS OF INTEREST

A. No contract or other transaction between the corporation and one or more of its directors, or between the Corporation and any other

Corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

- 1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- 2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
- 3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholder.
- B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XI

INDEMNIFICATION -

This Corporation shall indemnify and defend any incorporator, registered agent, officer or director, or any former registered agent, officer or director if he acted in good faith and in a manner he reasonable believed to be in, and not opposed to, the best interests of the Corporation.

ARTICLE XII

<u>AMENDMENT</u>

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

Stephen C. L. Chong, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this Z day of

_, 2006.

Stephen C. L. Chong