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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

OVERBECK ENVIRONMENTAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
OF
OVERBECK ENVIRONMENTAL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of this corporation shall be OVERBECK ENVIRONMENTAL, INC. The corporation's mailing address is 9650 Sunbeam Drive, New Port Richey Florida 34654.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the State of Florida. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of operating a Landscape and Lawn Service engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares". The par value of each share of stock shall be One Dollar (\$1.00).

ARTICLE V. PREFERRED RIGHTS

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Articles of Incorporation of Overbeck Environmental, Inc.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period of fifteen days from the date of mailing, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in the corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are: David J. Overbeck, 9650 Sunbeam Drive, New Port Richey Florida 34654 and Michele A. Overbeck, 9650 Sunbeam Drive, New Port Richey Florida 34654.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be 9650 Sunbeam Drive, New Port Richey Florida 34654 and the address of this corporation's initial registered office shall be: 9650 Sunbeam Drive, New Port Richey Florida 34654. The name of the individual who shall serve as this corporation's initial registered agent at that address is: Michele A. Overbeck

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Articles of Incorporation of Overbeck Environmental, Inc.

ARTICLE X. INCORPORATOR

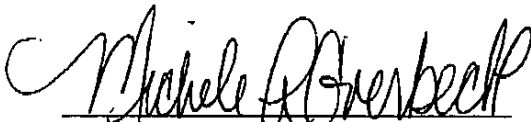
The name and address of the individual who shall serve as this corporation's incorporator is: Michele A. Overbeck, 9650 Sunbeam Drive, New Port Richey Florida 34654.

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

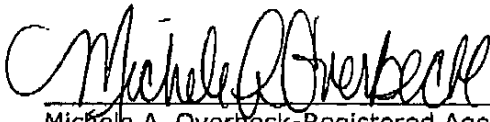
ARTICLE XII. AMMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Michele A. Overbeck-Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of OVERBECK ENVIRONMENTAL, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for OVERBECK ENVIRONMENTAL, INC.



Michele A. Overbeck-Registered Agent

Environmental