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January 3, 1995

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

500001371685
-01/05/95 --01032--006
*****70.00 *****70.00

Re: Industrial Emissions & Odor Control, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation of Industrial Emissions & Odor Control, Inc., along with our firm's check in the amount of \$70.00. Please file the Articles and return a stamped copy to the undersigned in the envelope provided.

Very truly yours,

Gregory C. Yadley

Gregory C. Yadley

GCY/jaj
Enclosures

F. CHESLER JAN 9 1995

ARTICLES OF INCORPORATION OF
INDUSTRIAL EMISSIONS & ODOR CONTROL, INC.

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is INDUSTRIAL EMISSIONS & ODOR CONTROL, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 101 E. Kennedy Blvd., Suite 2500, Tampa, Florida 33602, and the mailing address of the Corporation is the same.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, One Cent (\$0.01) par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Gregory C. Yadley

Address

101 E. Kennedy Blvd.
Suite 2500
Tampa, Florida 33602

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one director to hold office until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

<u>Name</u>	<u>Address</u>
Jery E. Barton	101 E. Kennedy Blvd. Suite 2500 Tampa, Florida 33602

ARTICLE VII
INCORPORATOR(S)

The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
Gregory C. Yadley	101 E. Kennedy Blvd. Suite 2500 Tampa, Florida 33602

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of December, 1994.



Gregory C. Yadley

INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

20th The foregoing instrument was acknowledged before me this day of December, 1994, by Gregory C. Yadley, an individual, who is personally known to me or has produced _____ as identification and did (did not) take an oath.

Judith A. Jaggie
Notary Public
Print Name: _____

My Commission Expires: _____



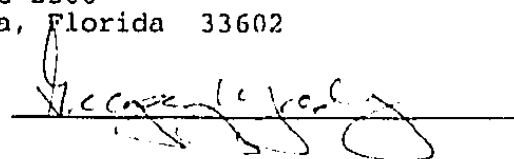
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is INDUSTRIAL EMISSIONS & ODOR CONTROL, INC.
2. The name and address of the registered agent and office are:

Gregory C. Yadley
101 E. Kennedy Blvd.
Suite 2500
Tampa, Florida 33602

SIGNATURE

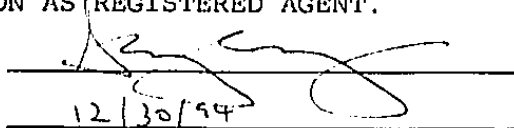


TITLE: Incorporator

DATE: December 30, 1994

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

12/30/94