

LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

390 NORTH ORANGE AVENUE
SUITE 1300
POST OFFICE BOX 2471
ORLANDO, FLORIDA 32802-2471
TELEPHONE (407) 648-0300
TELECOPIER (407) 648-1155

JAN A. ALBANESE
DIRECT DIAL NUMBER
(407) 649-7430

WEST PALM BEACH, FLORIDA
TAMPA, FLORIDA
DETROIT, MICHIGAN
LANSING, MICHIGAN
HOUSTON, TEXAS
LOS ANGELES, CALIFORNIA

February 24, 1995

P95000016068

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

300001416403:
-02/27/95--01059--021
***122.50 ***122.50

Re: Kincaid Environmental Services, Inc.


Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$122.50 representing \$35 filing fee, \$52.50 for a certified copy and \$35 registered agent fee. Return the certified copy to the courier delivering this letter to you.

Please call my office if you have any questions. Thank you for your assistance.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN


Jan A. Albanese

JAA/vdm
Enclosures

SEC.
TALL.
95 FEB 27 PM 2:27
FILE
15

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

FILED
95 FEB 27 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator and desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of this corporation is KINCAID ENVIRONMENTAL SERVICES, INC.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The principal office and street address of this corporation is 3926 S. Lake Orlando Parkway, Orlando, Florida 32808.

**ARTICLE III
DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE IV
GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE V
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

**ARTICLE VI
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as that which he already holds, 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 at which it is offered to others.

ARTICLE VII
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3926 S. Lake Orlando Parkway, Orlando, Florida 32808, and the name of the initial registered agent of this corporation at that address is David H. Kincaid.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

- A. This corporation shall have one (1) director initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors who shall hold office until his successor is duly elected and has qualified is:

David H. Kincaid
3926 S. Lake Orlando Parkway
Orlando, Florida 32808

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator of this corporation is:

David H. Kincaid
3926 S. Lake Orlando Parkway
Orlando, Florida 32808

ARTICLE X
BY-LAWS

The power to adopt by-laws shall be vested in the Board of Directors.

ARTICLE XI
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XII
AMENDMENT**

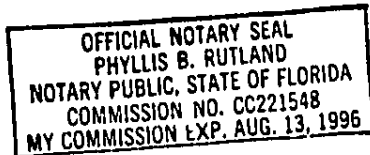
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles at Orlando, Florida, this 24 day of February, 1995.


David H. Kincaid
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24 day of February, 1995, by David H. Kincaid, who is personally known to me.




NOTARY PUBLIC

Print Name: Phyllis B. Rutland

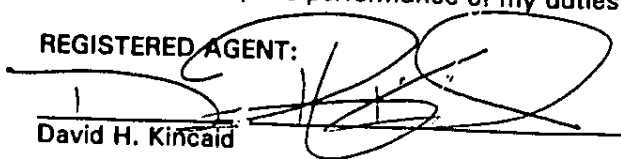
My Commission Expires: Aug. 13, 1996

Commission Number: CC 221548

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for KINCAID ENVIRONMENTAL SERVICES, INC., at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:


David H. Kincaid

FILED
95 FEB 27 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA