

JOANN F. KUCKLICK
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(407) 453-4207

February 17, 1995

Department of State
Division of Corporations
P.O. Box 627
Tallahassee, Florida 323

RE: KHEM KLEEN, INC.

Dear Department of State:

I enclose and original and one copy of the Articles of Incorporation for the above proposed corporation. [I reserved the above corporate name with your office pursuant to reservation #R95000000429, dated February 1, 1995.]

Also enclosed is a check/money order in the amount of \$122.50 in payment of the following fees:

FILING FEE	\$ 35.00
CERTIFIED COPY FEE	52.50
REGISTERED AGENT FEE	<u>35.00</u>
TOTAL	\$122.50

Please file the original articles and return the certified copy to me at the above address.

Sincerely,

Joann F. Kucklick

JOANN F. KUCKLICK
Attorney at Law

ARTICLES OF INCORPORATION

OF

KHEM KLEEN, INC.

The undersigned, acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is KHEM KLEEN, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and in the State of Florida and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by foreign country.

FOURTH: Authorized Shares.

NUMBER. The aggregate number of shares that the corporation shall have the authority to issue is 100 share of Capital Stock with a value of \$1.00 par.

INITIAL ISSUE. 10 shares of the Capital Stock of the corporation shall be issued for a cash value of \$1.00 per share.

STATED CAPITAL. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

DIVIDENDS. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

NO CLASSES OF STOCK. The shares of the corporation are not to be divided into classes.

NO SHARES IN SERIES. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 275 Manor Drive, Suite A, Merritt Island, Florida 32952, and the name of the initial registered agent at such address is ALFRED CONNOLLY.

SIXTH: The initial board of directors shall consist of 2 members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

NAME	ADDRESS
ALFRED CONNOLLY	430 Breakwater Drive, Merritt Island, FL 32952
LEW BOWMAN	1105 Coronado Drive, Rockledge, FL 32955

EIGHTH: The names and addresses of the initial incorporators are as follows:

NAME	ADDRESS
ALFRED CONNOLLY	430 Breakwater Drive, Merritt Island, FL 32952
LEU BOWMAN	1105 Coronado Drive, Rockledge, FL 32955

NINTH: An affirmative vote of all of the shares of the corporation shall be required for any shareholder action.

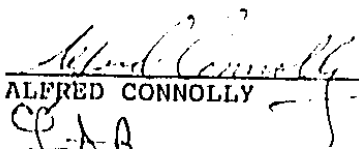
TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, with not less than a unanimous vote of the common stock.

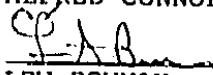
ELEVENTH. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (authorized and issued) by the corporation. The preemptive right to any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder all shares of common stock currently authorized (authorized and issued).

TWELFTH: The address of the principal office (if unknown the mailing address) is 275 Manor Drive, Suite A, Merritt Island, Florida 32952.

THIRTEENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the said number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF; THE UNDERSIGNED have executed these articles of incorporation at 2425 N. Courtenay Parkway, Suite 106, Merritt Island, Florida, on the 17th day of February, 1995.

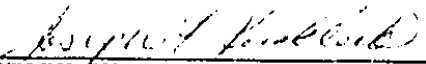

ALFRED CONNOLLY


LEW BOWMAN
INCORPORATORS

STATE OF FLORIDA
COUNTY OF BREVARD

I, HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgments, personally appeared ALFRED CONNOLLY, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

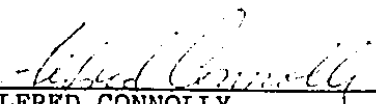
WITNESS my hand and official seal in the County and State named above this day of February, 1995.


NOTARY PUBLIC, STATE OF FLORIDA



JOSEPH F. KUCKLICK
My Commission CC364230
Expires Apr. 13, 1998
Bonded by HAI
800-422-1558

I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I have read and understood, and accept the obligations of, Sections 607.0501 and 607.0504 of the Florida Statutes.


ALFRED CONNOLLY