

MAY 18, 1995

To SECRETARY OF STATE
DIVISION OF CORPORATIONS
STATE OF FLORIDA

DEAR SIR:

I RESPECTFULLY SUBMITT THE PROPOSED ARTICLES OF INCORPORATION FOR
ENVIRONMENTAL PROTECTION GROUP INC.

I INCLUDE THE ORIGINAL AND TWO COPIES OF SAID ARTICLES OF
INCORPORATION. PLEASE RETURN THE COPIES WITH STAMP SHOWING THAT IT
HAS BEEN REGISTERED.

ENCLOSED IS THE CHECK NUMBER 277 FOR THE AMOUNT OF ONE HUNDRED
AND TWENTY TWO DOLLARS AND FIFTY CENTS (\$122.50) TO COVER THE FEE..

THANK YOU,

Jorge Caballero

JORGE CABALLERO
1351 S.W. 124 CT. STE. E
MIAMI, FLORIDA 33184

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-05/23/95--01049--003
****122.50 ****122.50

787/16-13-20-5-1113
w/95-1113

D. BROWN JUN - 6 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 26, 1995

JORGE CABALLERO
1351 SOUTH WEST 124TH COURT
SUITE E
MIAMI, FL 33184

SUBJECT: ENVIRONMENTAL PROTECTION GROUP INC.
Ref. Number: W95000011113

We have received your document for ENVIRONMENTAL PROTECTION GROUP INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return 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 (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 695A00026904

JUNE 1, 1995

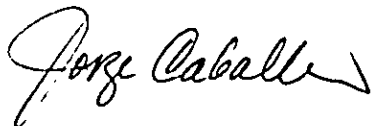
FLORIDA SECRETARY OF STATE
ATTENTION : DORIS BROWN, DOCUMENT SPECIALIST

DEAR MS. BROWN:

I AM RETURNING THE ENCLOSED DOCUMENTS FOR THE INCORPORATION
OF ENVIRONMENTAL PROTECTION GROUP, INC. WITH THE CORRECTIONS
REQUIRED.

MY TELEPHONE NUMBER IS: 305 559 0484-

THANK YOU,

A handwritten signature in cursive script, reading "Jorge Caballero", followed by a short horizontal line.

JORGE CABALLERO
1351 S.W. 124 CT. APT. E
MIAMI, FLORIDA 33184

**ARTICLES ON INCORPORATION OF
ENVIRONMENTAL PROTECTION GROUP, INC.**

THIS IS TO CERTIFY that we, the undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is:

ENVIRONMENTAL PROTECTION GROUP INC.

**ARTICLE II
NATURE OF THE BUSINESS**

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all legal things herein mentioned, fully and to the same extent as a natural person might and could do, viz.:

(a) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and/or personal property of every name and nature, including stocks and securities of other corporations, and to loan money and to take securities for the payment of all sums due the corporation, and to sell, assign and release such securities in connection therewith.

(b) To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the laws of Florida, and to do so engage in and carry on said business or businesses in Florida or any other State in The United States or in any other country.

(c) To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of anyone of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business hereinbefore described or any part or parts thereof, if not inconsistent with the Laws under which this Corporation is organized.

(d) That the main business of this corporation is as follows:

TO ORGANIZE EXHIBITS OF EQUIPMENT, PRODUCTS AND SERVICES FOR THE ENVIRONMENT. - TO ORGANIZE SEMINARS, WORKSHOPS AND CONFERENCES.

FILED
JUN 14 1968
HALL COUNTY, FLORIDA

ARTICLE III

CAPITAL STOCK

The total amount of the authorized capital stock of the Corporation shall be:
ONE HUNDRED (100) SHARES OF NON-PAR COMMON STOCK.

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America or property, labor or services, at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the Capital Stock at such valuation as shall be fixed by the Board of Directors.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall be:

ONE THOUSAND (\$1,000) DOLLARS.

ARTICLE V

CORPORATION EXISTENCE

Said corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be:

1371 N.W. 93 AVENUE, MIAMI, FLORIDA 33172

With the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida or in foreign countries.

ARTICLE VII

BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors of this Corporation, the President, Vice-President, Secretary and Treasurer (the offices of Secretary and Treasurer may be combined and held by one person as Secretary-Treasurer), who, subject to the provisions of these Articles of Incorporation and the By-Laws and General Corporation Laws of the State of Florida, shall hold office for the first year of the corporation existence, or until their successors are elected and have qualified, are as follows:

NAME	OFFICE	ADDRESS
JORGE CABALLERO	PRESIDENT	1351 S.W. 124 CT. APT. E MIAMI FL 33184
NANCY CABALLERO	SECRETARY/TREASURER	1351 SW 124CT.APT E MIAMI FL33184.

ARTICLE VIII

NAMES AND POST OFFICE ADDRESSES OF SUBSCRIBERS AND AMOUNT PAID PER SHARES

NAME	ADDRESS	No. OF SHARES	PAID
JORGE CABALLERO	1351 SW 124 CT APT. E MIAMI 33184	90	900.00
NANCY CABALLERO	1351 SW 124 CT. APT E MIAMI 33184	10	100.00

The above subscribers are the same persons listed as the Incorporators of this Corporation.

ARTICLE IX

SPECIAL CHARTER PROVISIONS

The number of Directors of the corporation, who need not be stockholders, may not be less than one (1) and may be increased to and no more than nine (9) members as may be provided by the By-Laws. In case of a vacancy in the Board of Directors, through death, resignation, disqualification, or other cause, such vacancy shall be filled for the unexpired term by the affirmative vote of the remaining Directors. In case of any increase in the number of Directors, the additional Directors shall be elected by the affirmative vote of the majority of the Directors then in office.

In furtherance and not in limitation of the powers conferred by the Statute, the Board of Directors is expressly authorized:

(a) Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter, amend or repeal the By-Laws of the Corporation.

(b) If the By-Laws so provide, to designate by resolution, two (2) or more of their number to constitute an Executive Committee, which shall have and exercise any or all the powers of the Board of Directors in the management of the business affairs and property of the Corporation during the intervals between the meetings of the Board of Directors, so far as it may be permitted by law.

(c) From time to time, to determine whether and to what extent and at what time and place and under what conditions and regulations the accurate accounts and books of the Corporation (other than stock ledger) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of the corporation except as conferred by statute, unless authorized by a resolution of the Stockholders of Directors.

(d) The Corporation may at any meeting of its Board of Directors, sell, lease or exchange all the property and assets essential to its corporate business, upon such terms and conditions, either for cash, for the securities or any other corporation or corporations, or for such other transactions as its Board of Directors deem expedient and for the best interest of the Corporation when and authorized by two-thirds (2/3) of the stock of each class issued and outstanding given at Stockholder's Meeting duly called for the purpose, or when authorized by the written consent of the holders of record of at least two-thirds (2/3) of the stock of each class issued outstanding.

(e) Both Stockholders and Directors have the power, if the By-Laws so provide, to hold their meeting either within or without the State of Florida, to have one or more offices and to keep the books of the Corporation, subject to the provisions of the laws of the State of Florida, within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(f) No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one, or more of the Directors or the Corporation is or are interested in or as a Director or Officer or as Directors or Officers of such other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or are parties to, or interested in such contract, act or transaction, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the corporation in which he or she may be in anyway interested. Any Director of the Corporation may vote upon any contract or any other transaction between the corporation and any subsidiary or controlled company.

(g) Upon any increase issue of stock, the stockholders shall have the pro-rata preferential right to subscribe therefor at such price and on such terms as the Board of Directors may, in each instance, fix.

(h) None of the Stockholders shares can be sold, pledged, or encumbered by any individual Stockholders unless it first be offered to the other Stockholders in proportion to the number of shares held by them at the market value, by giving the other Stockholders notice in writing of intention to sell, after which notice the other Stockholders shall have thirty (30) days within which to either accept or reject the offer.

In the event of acceptance, a closing date and place shall be fixed within ten (10) days after acceptance, for the transfer of the selling Stockholder's stock and the delivery of the price therefor. Such stock shall be delivered free and clear of all liens, encumbrances and restrictions.

Nothing hereir contained shall restrict the free transfer of the shares of stock of any shareholders to and from their respective spouses .

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

This Corporation designated as Registered Office::

1351 S.W. 124 CT. APT. E, MIAMI, FLORIDA 33184

This Corporation designated as Registered Agent

JORGE CABALLERO
1351 S.W. 124 CT. APT. E
MIAMI, FLORIDA 33184

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA , NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with
said act:

FIRST, that : ENVIRONMENTAL PROTECTION GROUP, INC.

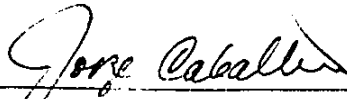
desiring to organize under the laws of the State of Florida, with its principal office as indicated in
the Articles of Incorporation at the city of Miami, County of Dade, has named :

JORGE CABALLERO , located at: 1351 S.W. 124 Ct. Apt. E, Miami
County of: Dade , State of Florida, as its Agent to accept service of process within the State.

ACKNOWLEDGMENT:

I, JORGE CABALLERO, having been named to accept service of process for the above stated
corporation, at place designated in this certificate, hereby accept to act in this capacity, and
agree to comply with the provision of said act relative to keeping open office.

By:



JORGE CABALLERO

Telephone: 305- 559- 0484

FILED
JAN 6 PM 4:16
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA