



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 617519 86901Q

AUTHORIZATION :

COST LIMIT : \$

122.50

Patricia Payne

ORDER DATE : June 14, 1995

ORDER TIME : 1:22 PM

ORDER NO. : 617519

600001513066

CUSTOMER NO: 86901Q

CUSTOMER: Ms. Gina Harlin - 86901q
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

DOMESTIC FILING

NAME: DRAGON ENVIRONMENTAL
CORPORATION

FILED
JUN 14 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN JUN 15 1995

FILED
95 JUN 14 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DRAGON ENVIRONMENTAL CORPORATION

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is DRAGON ENVIRONMENTAL CORPORATION.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 7512 Dr. Phillips Boulevard, Suite 50-184, Orlando, FL 32819.

THIRD: The mailing address, wherever located, of the corporation is 7512 Dr. Phillips Boulevard, Suite 50-184, Orlando, FL 32819.

FOURTH: The number of shares that the corporation is authorized to issue is 7,500,000 all at \$0.001 par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 1201 Hays Street, Second Floor, Tallahassee, FL 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prontico-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of those Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

NAME

ADDRESS

Gail Shelby

1201 Hays Street
Second Floor
Tallahassee, Florida 32301

SEVENTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as

to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on June 14, 1995.

Gail Shelby
Gail Shelby, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 obligations of my position as registered agent.

The Prentice-Hall Computer System, Inc.

By: Marcia A. Havner
Marcia A. Havner, Asst. Sec.

Date: June 14, 1995

FILED
95 JUN 14 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95000046370

MATEER, HARBERT & BATES, P.A.

ATTORNEYS AT LAW

WILLIAM G. MATEER
RONALD A. HARBERT
RICHARD W. BATES
STEVEN R. BECHTEL
LAWRENCE J. PHALN
JAMES B. BOGNER
W. SCOTT GABRIELSON
DAVID L. EVANS
LARRY J. TOWNSEND
MARY A. EDENFIELD
JAMES R. LURBIE
DAVID C. WILLIS
HURT E. THALWITZER
*ALSO ADMITTED IN
DISTRICT OF COLUMBIA

POST OFFICE BOX 2854
SUITE 600, TWO LANDMARK CENTER
225 E. ROBINSON STREET
ORLANDO, FLORIDA 32802-2854

TELEPHONE (407) 425-9044
FACSIMILE (407) 423-2016

MARY E. ROBBIN
THOMAS R. HARBERT**
MICHAEL A. RAABCH
DONALD R. HENDERSON
BRADLEY R. BLYSTONE
BEN W. SUBIN
HEATHER M. HOLINSKY***
JOHN C. ALVAREZ
**ALSO ADMITTED IN GEORGIA
***ALSO ADMITTED IN CONNECTICUT

November 2, 1995

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

OF COUNSEL
RICHARD L. ALLEN, JR.
H. ALLAN WEBER
DAVID M. LANDIS, P.A.
DAVID M. LANDIS
JOHN E. KANE
*ALSO ADMITTED IN OHIO

SPECIAL COUNSEL
CYNTHIA L. NEDER

Re: Dragon Environmental Corporation

900001630829
-11/07/95--01062--002
*****35.00 *****35.00

Dear Sir:

Enclosed herewith please find an original Statement of Change of Registered Office or Registered Agent or Both for Corporations for the above referenced corporation. Also enclosed is our check in the amount of \$35.00 to cover the filing fee.

Thank you for your assistance in this regard.

Very truly yours,



DAVID C. WILLIS

DCW/pjs
Enclosures
cc: Mr. Basil Meecham

95 NOV -6 PM 4:08

RECEIVED
DIVISION OF CORPORATIONS
NOV 7 1995

NOV 8 1995

Florida Department of State, Sandra B. Morton, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Dragon Environmental Corporation

1b. The mailing address of the corporation is: 903 W. Third Street, Sanford, FL 32771

1c. Date of incorporation: June 14, 1995 Document number: P95000046370

2. The name and address of the current registered agent and office:

Prentice-Hall Corporation System, Inc.

1201 Hays Street, Second Floor

Tallahassee, FL 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

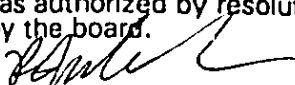
David C. Willis

225 E. Robinson Street, Suite 600

Orlando, FL 32801

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



(Signature of an officer, chairman or
vice chairman of the board)

OCT 27/95
(Date)

Basil J. Meecham, Chairman of the Board

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative 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 of Registered Agent)

October 27, 1995
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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

SECRETARY OF STATE
DIVISION
95 NOV -6 PM 4:08

P95000046370

MATEER, HARBERT & BATES, P.A.

ATTORNEYS AT LAW

WILLIAM O. MATEER
RONALD A. HARBERT
RICHARD W. BATES
STEVEN R. BECHTEL*
LAWRENCE J. PHALIN
JAMES B. GOONER
W. SCOTT GABRIELSON
DAVID L. EVANS
LARRY J. TOWNSEND
MARY A. EDENFIELD
JAMES R. LUBNER
DAVID C. WILLIS
KURT E. THALWITZER
*ALSO ADMITTED IN
DISTRICT OF COLUMBIA

POST OFFICE BOX 2854
SUITE 800, TWO LANDMARK CENTER
225 E. ROBINSON STREET
ORLANDO, FLORIDA 32802-2854

TELEPHONE (407) 425-9044
FACSIMILE (407) 423-2018

MARY E. ROBRIN
THOMAS R. HARBERT**
MICHAEL A. PAASCH
DONALD R. HENDERSON
BRADLEY P. BLYSTONE
BEN W. RUBIN
HEATHER M. KOLINSKY***
JOHN C. ALVAREZ
**ALSO ADMITTED IN GEORGIA
***ALSO ADMITTED IN CONNECTICUT

December 28, 1995

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
407 E. Gaines Street
Tallahassee, Florida 32399

OF COUNSEL
RICHARD L. ALLEN, JR.
H. ALLAN WEBER
DAVID M. LANDIS, P.A.
DAVID M. LANDIS
JON E. KANE
*ALSO ADMITTED IN OHIO

SPECIAL COUNSEL
CYNTHIA L. NEDER

600001674936
-01/02/96--01037--005
*****35.00 *****35.00

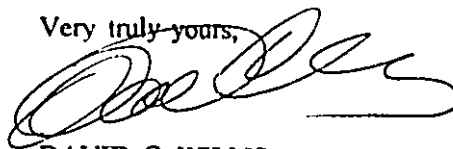
Re: Dragon Environmental Corporation

Dear Sir:

Enclosed herewith please find the original Articles of Amendment to Dragon Environmental Corporation. Also enclosed is our check in the amount of \$35.00 to cover the filing fee.

Thank you for your assistance in this regard.

Very truly yours,



DAVID C. WILLIS

DCW/pjs
Enclosure
cc: Mr. Basil Meecham

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 29 PM 6:57

Amend
TLL JAN 8 1996

ARTICLES OF AMENDMENT

TO

DRAGON ENVIRONMENTAL CORPORATION, a Florida Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 29 PM 6:57

Pursuant to Article 607.1001, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended as follows:

1. The Fourth Article is amended to include the following:

The Corporation is authorized to issue a class of preferred stock having a par value of \$0.001, comprised of 1,000,000 shares, the specific attributes of which are to be determined, on a case by case basis prior to issuance, by the Corporation's Board of Directors.

2. The above amendment has been adopted by the board of directors of the Corporation and shareholders entitled to vote thereon by written consent in lieu of a special meeting on October 31, 1995, pursuant to Section 607.1003, as required by the laws of the State of Florida.

3. Pursuant to the forgoing Amendment, the board of directors of the Corporation have authorized the issuance of Class A Preferred Stock having the following attributes:

1. That such shares shall be convertible into non-registered shares of the Corporation's common stock at such time as a public market for this Corporation's stock has been established and maintained for a period of 180 days (as evinced by the publication of quotations therefor in compliance with the requirements of the Securities and Exchange Commission Rule 15c2-11), the conversion to be on the basis of providing the holder of the preferred shares with one share of common stock at half of the bid price for the Corporation's common stock as reported at the close of business on the day preceding the conversion date on the NASDAQ bulletin board system or such higher rated exchange or trading market upon which the corporation's commons stock is then listed or traded;

2. That upon liquidation of the Corporation, holders of the Class A preferred shares shall be entitled to recover an amount equal to the book value of their shares prior to any distributions to the holders of the Corporation's common stock;



3. Prior to payment of any dividends to holders of the Corporation's common stock, holders of the Class A preferred shares, on accumulative basis since issuance, should have received annual dividends of \$0.01; and

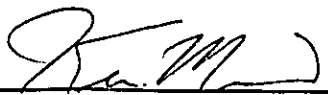
4. That except with reference to matters directly affecting the attributes of the Class A preferred shares, the Class A preferred shares shall have no voting

rights, and with reference to any matters affecting the attributes of the Class A preferred shares, approval thereof require the affirmative vote of the holders of 2/3 of all of the Class A preferred shares issued and outstanding;

IN WITNESS WHEREOF, the undersigned Vice President of the Corporation has executed these Articles of Amendment this 27 day of December, 1995.

DRAGON ENVIRONMENTAL
CORPORATION





By: 
N. Kenneth Mims, Vice President

STATE OF FLORIDA
COUNTY OF Seminole

The foregoing instrument was acknowledged before me on December 27, 1995, by N. Kenneth Mims, as Vice President of Dragon Environmental Corporation, a Florida corporation, on behalf of the corporation, who is personally known to me or has produced
- N.A. -

(type of identification) as identification.


Name: David C. Willis
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida
My Commission Expires:



DAVID C. WILLIS
MY COMMISSION # CC446501 EXPIRES
June 18, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

P95000046370

LAUREL RT. ATTORNEYS AT LAW

WILLIAM D. MATEER
RONALD A. HARBERT
STEVEN R. BECHTEL
LAWRENCE J. PHALIN
JAMES S. BOONER
W. SCOTT GABRIELSON
DAVID L. EVANS
LARRY J. TOWNSEND
MARY A. EDENFIELD
JAMES H. LUBBIER
DAVID C. WILLIS
KURT E. THALWITZER
RICHARD L. ALLEN, JR.
MARY E. ROBRIN
THOMAS R. HARBERT

POST OFFICE BOX 2854
SUITE 800, TWO LANDMARK CENTER
225 E. ROBINSON STREET
ORLANDO, FLORIDA 32802-2854

TELEPHONE (407) 423-9044
FACSIMILE (407) 423-2018

MICHAEL A. PAASCH
DONALD R. HENDERSON
BRADLEY P. BLYSTONE
BEN W. SUBIN
JOHN C. ALVAREZ
SUSAN N. DEPRIM

OF COUNSEL
H. ALLAN WEBER
DAVID M. LANDIS, P. A.
DAVID M. LANDIS
JOHN E. KANE

SPECIAL COUNSEL
CYNTHIA L. NEDER

December 30, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800002044098--0
-01/03/97--01030--018
*****35.00 *****35.00

Re: Dragon Environmental Corporation

Dear Sir:

Enclosed herewith please find the original Articles of Amendment for the above referenced corporation. Also enclosed is our check in the amount of \$35.00 representing the filing fee.

Very truly yours,



DAVID C. WILLIS

DCW/pjs
Enclosures
cc: Mr. Loren Howard

FILED
96 DEC 31 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	
Availability	1/13/97
Document	ADIL
Exp.	ADIL
Upd.	ADIL
Upd.	ADIL
Ver.	ADIL
Arch.	ADIL
W.P. Ver.	ADIL

ARTICLES OF AMENDMENT

TO

DRAGON ENVIRONMENTAL CORPORATION, a Florida Corporation

Pursuant to Florida Statutes Section 607.1001, the Articles of Incorporation of the above named Corporation are amended as follows:

1. The the paragraph of the Fourth Article is amended to read as follows:

The number of common shares that the Corporation is authorized to issue is 20,000,000 at at \$0.001 par value, the specific attributes of which are to be determined on a case by case basis prior to issuance, by the Corporation's Board of Directors.

2. The above amendment has been adopted by the Board of Directors of the Corporation and shareholders entitled to vote thereon by written consent in lieu of a special meeting on ~~November 16~~^{December 16}, 1996, pursuant to Sections 607.0704 and 607.1003, as required by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 16th day of ~~November~~^{December}, 1996.

DRAGON ENVIRONMENTAL
CORPORATION

[Signature]
Dragon Environmental

By:

[Signature]
Basil J. Meecham, President

STATE OF FLORIDA
COUNTY OF Seminole

The foregoing instrument was acknowledged before me on ~~November~~^{December 16}, 1996, by Basil J. Meecham, as President of Dragon Environmental Corporation, a Florida corporation, on behalf of the corporation, who is personally known to me or has produced _____ (type of identification) as identification.

TERRIE L. ROBINSON-NOTTER
Notary Public, State of Florida
My Comm. expires April 7, 1997
Comm. No. CC275009

[Signature]
Name: _____
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida
My Commission Expires: