

195000063743  
H. GREG LEE, P.A.  
ATTORNEY AT LAW

REPLY TO:  
2014 FOURTH STREET  
SARASOTA, FLORIDA 34237  
(813) 954-0067  
FAX (813) 365-1492

BRANCH OFFICE:  
VENICE-NOKOMIS  
PROFESSIONAL BUILDING  
NOKOMIS, FLORIDA  
(813) 484-0067

August 15, 1995

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

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-08/17/95--01034--016  
\*\*\*\*122.50 \*\*\*\*122.50


Re: Line-All, Inc.

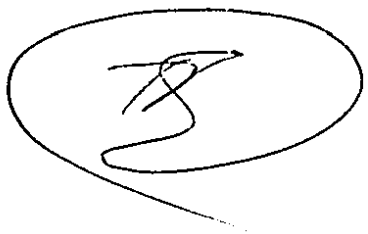
Dear Sir/Madame:

Enclosed please find the original and one copy of the ARTICLES OF INCORPORATION and CERTIFICATE DESIGNATING REGISTERED AGENT with regard to the above corporation.

Also enclosed please find a check for \$122.50. Please file these documents and send the document number to the address above.

Thank you for your attention in this matter.

Sincerely,  
  
H. Greg Lee  
HGL/mln

8/17/95  


ARTICLES OF INCORPORATION OF  
LINE-ALL, INC.

THE UNDERSIGNED, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a general corporation under and by virtue of the laws of the State of Florida as contained in the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended (the "Act").

ARTICLE 1. NAME AND ADDRESS

The name of this corporation shall be Line-All, Inc., and the principal office of the corporation shall be 2852 Captiva Drive, Sarasota, Fl 34231.

ARTICLE 2. DURATION

The date of commencement of corporate existence shall be the same date as the date the Articles of Incorporation are filed, and the period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is to engage in, conduct and carry on the business of production and sales, of products necessary for the repair of manholes and life-stations; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and to transact any or all other lawful business for which corporations may be incorporated under the Act, including

qualifying for certain tax or retirement advantages available to general corporations. The corporation shall have all the powers specified in Section 607.011 of the Act.

#### ARTICLE 4. STOCK

The corporation shall have authority to issue one-thousand (1,000) shares of common stock with a par value of \$1.00 per share. The corporation shall not have the authority to issue shares in series.

#### ARTICLE 5. PREEMPTIVE RIGHTS AND OTHER RESTRICTIONS

5.1 Statement of Preemptive Rights. After the subscription shares have been issued, each holder of shares in the corporation shall have the first right to purchase shares (and securities convertible to shares) of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

5.2 Prohibition of Issue of Shares for Other Than Money or Property. Shares in the corporation shall not be issued for consideration other than money, property or in payment of a debt of the corporation, without the unanimous consent of all

shareholders.

5.3 Restrictions on Transfer of Stock. If any two or more shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the right of any of them to transfer, encumber or otherwise dispose of any shares of stock of the corporation held by them, then all share certificates subject to such restrictions shall have a reference to the restrictions placed on the certificate and such stock shall not thereafter be transferred on the corporate books except in accordance with the provisions of such agreement. Stock transferred in violation of any such restrictions shall not be entitled to dividend or voting rights until there has been full compliance with the provisions of any such agreement.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2852 Captiva Drive, Sarasota, FL 34231, and the name of the initial registered agent of the corporation at such address is Jeffrey VanBeck.

ARTICLE 7. DIRECTORS

The initial Board of Directors shall consist of one (1) member. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor be elected and qualify, or until their earlier resignation, removal from office or death, are as follows:

NAME	ADDRESS
Jeffrey VanBeck	2852 Captiva Drive, Sarasota, Fl 34231

#### ARTICLE 8. INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

NAME	ADDRESS
Jeffrey VanBeck	2852 Captiva Drive, Sarasota, Fl 34231

#### ARTICLE 9. PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

9.1 Meetings of Shareholders and Directors. Meetings of the shareholders and directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

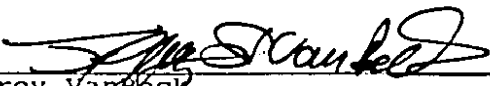
9.2 Bylaws. The initial Bylaws of the corporation shall be adopted by the Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Act and these Articles of Incorporation.

9.3 Contracts in Which Directors Have an Interest. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of

this corporation is interested in or is an officer or director of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm or corporation in which he may be interested.

9.4 Compensation of Directors. The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

IN WITNESS WHEREOF, the undersigned, being the incorporators of the corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, on the dates and places indicated below.

  
\_\_\_\_\_  
Jeffrey Vanbeck

STATE OF FLORIDA                    )  
COUNTY OF SARASOTA                )

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared Jeffrey VanBeek, to me known to be the person described in or who produced drivers license as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day of August, 1995.



H. Greg Lee  
NOTARY PUBLIC  
My Commission Expires:

I have been designated as Registered Agent in the above Articles. I comply with the provisions of all statutes relative to the proper performance of my duties and simultaneously, I hereby accept the appointment as Registered Agent.

Jeffrey VanBeek  
Jeffrey VanBeek

P95000063743

H. GREG LEE, P.A.  
ATTORNEY AT LAW

REPLY TO  
2014 FOURTH STREET  
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BRANCH OFFICE  
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PROFESSIONAL BUILDING  
NOKOMIS, FLORIDA  
(941) 484-0067

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

March 20, 1996

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

RE: LINE-ALL, INC.  
NAME CHANGE TO WARREN ENVIRONMENTAL SERVICES OF FLORIDA, INC.

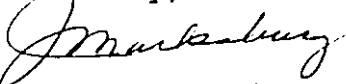
Gentlemen:

Enclosed please find the original and one copy of the Articles of Amendment for Resolution Changing Corporation Name with regard to the above corporation.

Also enclosed please find our check for the filing fee in the amount of \$35.00. Please file this amendment and then return to our office.

Thank you in advance for your kind cooperation in this matter.

Sincerely,



Joyce C. Marksbury  
For H. Greg Lee

/jcm

Enclosures

APR 11 1996

SECRETARY  
DIVISION OF  
96 APR 11 AM 8:12





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 3, 1996

JOYCE C. MARKSBURY  
H. GREG LEE, P.A.  
2014 FOURTH STREET  
SARASOTA, FL 34237

SUBJECT: LINE-ALL, INC.  
Ref. Number: P95000063743

We have received your document for LINE-ALL, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 596A00015216

RECEIVED  
96 APR 10 AM 10:48  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 11 AM 8:12

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
LINE-ALL, INC.

The Board of Directors of LINE-ALL, INC., acting pursuant of the Articles of Incorporation of said corporation, the Florida Statutes, hereby adopts the following amendments to the Articles of Incorporation of LINE-ALL, INC..

The name of the corporation is changed to WARREN ENVIRONMENTAL SERVICES OF FLORIDA, INC.

The undersigned president and secretary of LINE-ALL, INC., in accordance with Florida Statutes, hereby certify that the foregoing Articles of Amendment were adopted by the Board of Directors of the corporation at a meeting duly called for such purpose after having obtained approval of two-thirds of the members of the corporation for such amendment. The Board of Directors adopted these Articles of Incorporation by resolution to that effect on March 1, 1996. SHAREHOLDER ACTION WAS NOT REQUIRED.

ATTEST:

LINE-ALL, INC.

  
Secretary

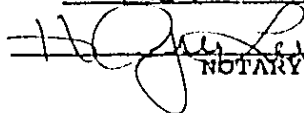
By:   
President

( S E A L )

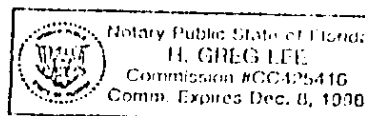
STATE OF FLORIDA                   )  
COUNTY OF SARASOTA               )

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared JEFFREY VAN BECK, to me known and known to me to be the persons described as officers of LINE-ALL, INC, in and who executed the foregoing Articles of Amendment, and they acknowledged the execution thereof to be their free act and deed as such officers, for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 15 day of March, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



RESOLUTION CHANGING CORPORATION NAME

RESOLVED AS FOLLOWS:

1. That the name of the corporation be changed to that of WARREN ENVIRONMENTAL SERVICES OF FLORIDA, INC.

2. That the President and Secretary be and they hereby are authorized and directed to execute Articles of Amendment of the Articles of Incorporation and to have said instrument filed in the office of the Secretary of State in Tallahassee, Florida.

3. That the Secretary be and she hereby is authorized to execute a Certificate of Amendment of the Bylaws of this corporation evidencing the change of the corporate name as authorized hereby and to affix said certificate to the bylaws of this corporation.

4. That the President and Secretary be and they hereby are authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolutions.

DATED: 5/15/96.

  
Jeffrey VanBeck

Being all of the members  
of the Board of Directors  
for LINE-ALL, INC.