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ADMITTED:

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(407) 398-9073

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

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-09/21/95--01032--007
****122.50 ****122.50

Re: SOUTHERN ENVIRONMENTAL MANAGEMENT, INC.

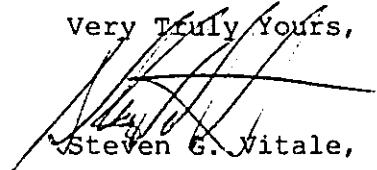
To whom it may concern:

Enclosed please the original and one copy of the Articles of Incorporation and the original and one copy of the Certificate of Designation of Registered Agent for the above-referenced corporation.

In addition, please find a check in the amount of 122.50 which represents the cost of the filing fees, certified copy of the Articles of Incorporation and Fee for Designation of Registered Agent.

Please return the Certified Copy to the undersigned after the Articles are filed.

Very Truly Yours,


Steven G. Vitale, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 22 PM 3:36

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF**

95 SEP 22 PM 3:36

SOUTHERN ENVIRONMENTAL MANAGEMENT, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation shall be Southern Environmental Management, Inc.

ARTICLE II -- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3500 SE Pine Valley Rd., Port St. Lucie, Florida 34952.

ARTICLE III -- DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV -- PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V -- SHARES

The corporation is authorized to issue one hundred (100) shares of One Hundred Dollar (\$100.00) par value capital stock, which shall be designated as "common shares."

ARTICLE VI -- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Steven G. Vitale, Esq.
3010 S.E. Dalhart Rd.
Port St. Lucie, FL 34952

ARTICLE VII -- INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

Kenneth G. Orender
18366 Jupiter Landings Drive
Jupiter, Florida 33458

ARTICLE VIII -- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the amendment to the Bylaws adopted by the stockholders, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

PRESIDENT'S NAME: Patricia R. Orender
ADDRESS: 18366 Jupiter Landings Drive
Jupiter, Florida 33458

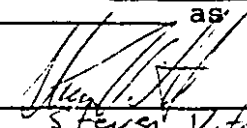
VICE PRESIDENT'S NAME: Kenneth G. Orender
ADDRESS: 18366 Jupiter Landings Drive
Jupiter, Florida 33458

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of September, 1995.


Kenneth G. Orender

STATE OF FLORIDA
COUNTY OF PORT ST. LUCIE

The foregoing instrument was acknowledged before me this day of September, 1995, by Kenneth G. Orender, who is personally known to me or who has produced as identification.

sign 
print Steven Vitale

Affix Seal Below:



STEVEN G VITALE
My Commission CC486044
Expires Aug. 08, 1999
Bonded by HAI
800-422-1555

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

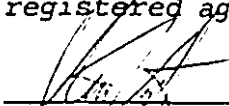
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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Southern Environmental Management, Inc.
2. The name and address of the registered agent and office is:

Steven G. Vitale, Esq.
3010 S.E. Dalhart Rd.
Port St. Lucie, Florida 34952

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept this 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.



Steven G. Vitale, Esq.

9/13/95

Date