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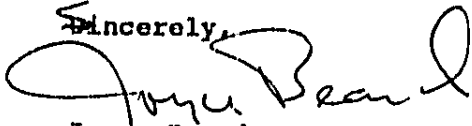
January 5, 1996

400001681474
-01/08/96--01048--018
****122.50 ****122.50

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Please find enclosed a check for \$122.50 to cover cost of
recording the enclosed corporation and a certified copy of same.
If there should be any questions, I can be reached at 904-474-
4000.

Sincerely,



Joyce Beard
P.O. Box 7558
Pensacola, Florida 32534

PLEASE RETURN TO ADDRESS ABOVE



DMC 1/10/96

~~789, 624, 671~~

FILED
96 JAN 25 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 10, 1996

JOYCE BEARD
P.O. BOX 7558
PENSACOLA, FL 32534

SUBJECT: KILLINGSWORTH ENVIRONMENTAL, INC.
Ref. Number: W96000000857

We have received your document for KILLINGSWORTH ENVIRONMENTAL, 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 document must include original signatures.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 196A00001406

ARTICLES OF INCORPORATION
OF
KILLINGSWORTH ENVIRONMENTAL, INC.

FILED
96 JAN 25 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is KILLINGSWORTH ENVIRONMENTAL, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and of the State of Florida. Specifically, the corporation may act as a general or limited partner in a limited partnership.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares at one tenth of one cent (.001) par value common stock.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2250 West Nine Mile Rd. Unit "C", Pensacola, Florida 32534. The name of the registered agent at this office is Clifford Killingsworth.

ARTICLE VI - PRINCIPAL OFFICE

The principal office address of this corporation is 2250 West Nine Mile Rd. Unit "C", Pensacola, Florida 32534. The principal address and registered office address are the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Clifford Killingsworth
2250 West Nine Mile Rd. Unit "C"
Pensacola, Florida 32534

ARTICLE VIII - INITIAL OFFICERS

The name and address of the initial officer of this corporation is:

Clifford Killingsworth
2250 West Nine Mile Rd., Unit "C"
Pensacola, Florida 32534

ARTICLE IX - INCORPORATORS

The name and address of the incorporator signing these articles is:

Clifford Killingsworth
2250 West Nine Mile Rd., Unit "C"
Pensacola, Florida 32534

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and subject to the priority of the corporation, the remaining shareholders of the corporation shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representative, heir, devisee, legatee, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the terms of the bona fide offer which he has received, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. The Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, and unless the terms of such bona fide offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they should be deemed to have waived their privilege of purchasing, and the stockholder or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation, or the remaining stockholders, to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such bona fide offer.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amended hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of January, 1996.

Patricia M. Koenig

WITNESS

Clifford Killingsworth

CLIFFORD KILLINGSWORTH

State of Florida
County of Escambia

Before me, a Notary Public, personally appeared Clifford Killingsworth, personally known to me and personally known by me to be the person who executed the above document this 5th day of December, 1996.

Rachael Ann Gardner

Notary Public

RACHAEL ANN GARDNER
Notary Public-State of FL
Comm. Exp. Aug. 24, 1998
Comm. No. CC 402868

ACCEPTANCE BY REGISTERED AGENT

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for KILLINGSWORTH ENVIRONMENTAL, INC.

Clifford Killingsworth

Clifford Killingsworth

State of Florida
County of Escambia

Before me, a Notary Public, personally appeared Clifford Killingsworth, personally known to me and personally known by me to be the person who executed the above document this 5th Day of January, 1996

Rachael Ann Gardner

Notary Public

RACHAEL ANN GARDNER
Notary Public-State of FL
Comm. Exp. Aug. 24, 1998
Comm. No. CC 402868