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January 12, 1996

VIA FEDERAL EXPRESS

Secretary of State
 State of Florida
 Division of Corporations
 Attn: New Filing Section
 407 E. Gaines Street
 Tallahassee, Florida 32399

EFFECTIVE DATE
1-12-96

OF COUNSEL
 RICHARD L. ALLEN, JR.
 H. ALLAN WEIKEN
 DAVID M. LANDIR, P.A.
 DAVID M. LANDIR
 JON E. HANE
 *ALSO ADMITTED IN OHIO
 SPECIAL COUNSEL
 CYNTHIA L. NEEDER

Re: Dragon Environmental (Florida) Corporation

Dear Sir:

Enclosed herewith please find original and one copy of Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50, representing the following:

- | | |
|------------------------------------|-----------------|
| 1. Filing Fee | \$35.00 |
| 2. Designation of Registered Agent | 35.00 |
| 3. Certified copy of Articles | <u>52.50</u> |
| | \$122.50 |

Please return the certified copy to my attention.

Very truly yours,



DAVID C. WILLIS

DCW/pjs
 Enclosures
 cc: Mr. Basil J. Meecham

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JAN 18 1996 BSB

W96-1321



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 18, 1996

MATEER & HARBERT, P.A.
P. O. BOX 2854
ORLANDO, FL 32802-2854

SUBJECT: DRAGON ENVIRONMENTAL (FLORIDA) CORPORATION
Ref. Number: W96000001321

We have received your document for DRAGON ENVIRONMENTAL (FLORIDA) CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 596A00002215

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January 23, 1996

Brenda Baker, Corporate Specialist
State of Florida
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

OF COUNSEL
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H. ALAN WEBER
DAVID M. LANDIS, P.A.
DAVID M. LANDIS
JOHN F. KANE
ALSO ADMITTED IN OHIO

SPECIAL COUNSEL
CYNTHIA L. NEDEH

Re: Dragon Environmental (Florida) Corporation

Dear Ms. Baker:

This letter is in response to your January 18, 1996, a copy of which is enclosed. I spoke with you on January 23, 1996 and advised that Dragon Environmental (Florida) Corporation is intended to be a subsidiary of Dragon Environmental Corporation. Based upon this, you advised that you could accept the Articles of Incorporation for Dragon Environmental (Florida) Corporation for filing. Therefore, I have returned the original Articles of Incorporation to you. I am also enclosing a copy of the corporate detail record screen which was enclosed with your letter. In comparing that with the Articles of Incorporation, you will note that the addresses are the same and that I am the registered agent for both corporations.

I originally, forwarded the Articles of Incorporation for Dragon Environmental (Florida) Corporation to you in the same envelope with the Articles of Incorporation for Dragon Environmental (Financial) Corporation. The filing information from your office indicates that the Dragon Environmental (Financial) Corporation Articles of Incorporation were received on January 16, 1996 at 9:05 a.m. Therefore, I would request that the Articles of Incorporation for Dragon Environmental (Florida) Corporation be filed as of the same date with an effective date of January 12, 1996 as provided in the Articles of Incorporation. Should you have any questions or concerns, please call me.

Very truly yours,



DAVID C. WILLIS

DCW/pjs
Enclosures

cc: Mr. Basil J. Meecham

ARTICLES OF INCORPORATION
OF
DRAGON ENVIRONMENTAL (FLORIDA) CORPORATION

FILED

96 JAN 16 PM 3:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-12-96

ARTICLE I

The name of this Corporation is DRAGON ENVIRONMENTAL (FLORIDA) CORPORATION.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000,000 shares of common stock. Each of such shares shall have a par value of \$.001 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 903 W. Third Street, Sanford, Florida 32771. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is David C. Willis, Esquire.

ARTICLE V

The number of Directors constituting the initial Board of Directors is 2. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

<u>Name</u>	<u>Address</u>
Basil J. Meecham	903 W. Third Street Sanford, FL 32771
N. Kenneth Mims	903 W. Third Street Sanford, FL 32771

ARTICLE VI

The name and address of the subscriber is David C. Willis, Esquire.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares or its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE IX

These Articles shall be effective January 12, 1996 as provided by Florida Statutes §607.0123(1)(b).

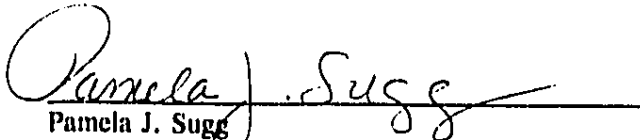
DATED: Jan. 12, 1996.



David C. Willis

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on January 12, 1996, by David C. Willis, as Subscriber of Dragon Environmental (Florida) Corporation, a Florida corporation, who is personally known to me.



Pamela J. Sugg
Notary Public - State of Florida
My Commission Expires:

(AFFIX NOTARY SEAL)



PAMELA J SUGG
My Commission CC387188
Expires Jul. 19, 1998

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

FILED

NOV 16 PM 3:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That DRAGON ENVIRONMENTAL (FLORIDA) CORPORATION desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Sanford, Seminole County, State of Florida, has named David C. Willis, Esquire as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



David C. Willis
(Registered Agent)