

96000009151
ROGERS, BOWERS, DEMPSEY AND PALADINO
ATTORNEYS
FLAGLER CENTER TOWER
808 SOUTH FLAGLER DRIVE
SUITE 1330
WEST PALM BEACH, FLORIDA 33411

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO

TELEPHONE (407) 888-8880
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January 23, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

RECEIVED
JAN 26 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

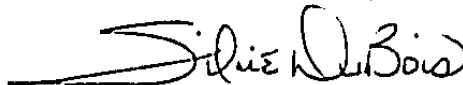
In re: Water Resources Environmental Drilling, Inc.

Dear Sir/Madam:

Enclosed you will find a check in the amount of \$122.50 to cover the filing fee and cost of a certified copy of the Articles of Incorporation for the above-referenced corporation. If you have any questions, or require additional information, please give me a call.

Very truly yours,

ROGERS, BOWERS, DEMPSEY AND PALADINO



Silvie DuBois
Legal Assistant

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****122.50 ****122.50

/srd

Enclosure

a/s

cc: Mr. Paul Lemenze
Ms. Lisa Carter

1-26-96


**ARTICLES OF INCORPORATION
OF
WATER RESOURCES ENVIRONMENTAL DRILLING, INC.**

FILED
95 JAN 26 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is WATER RESOURCES ENVIRONMENTAL DRILLING, INC.
and its principal place of business is 2117 7th Avenue, North, Lake Worth, Florida 33461

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of conducting any and all lawful business within
the State of Florida.

ARTICLE IV - BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either
increased or decreased from time to time by the bylaws, but shall never be less than (1). The names and
addresses of the initial directors of this corporation are:

LISA G. CARTER
3513 Palomino Drive
Lantana, FL 33462

PAUL E. LEMENZE
2117 7th Avenue, North
Lake Worth, FL 33461

WESLEY M. CARTER
3513 Palomino Drive
Lantana, FL 33462

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2117 7th Avenue, North, Lake Worth, Florida 33461, and the name of the initial registered agent of this corporation at that address is PAUL E. LEMENZE.

ARTICLE VI - CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is Seven Thousand Five Hundred (7,500) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Seven Thousand Five Hundred Dollars (\$7,500.00).

ARTICLE VII - INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Law, 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 bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in their 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 or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

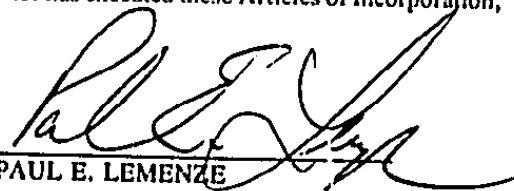
PAUL E. LEMENZE
2117 7th Avenue, North
Lake Worth, FL 33461

ARTICLE IX - OFFICERS

The following named persons shall be all the officers of this corporation from its inception and until their successors are duly elected and qualified:

President:	LISA G. CARTER
Vice President:	PAUL E. LEMENZE
Secretary/Treasurer:	WESLEY M. CARTER

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 22nd day of January, 1996.


PAUL E. LEMENZE

STATE OF FLORIDA)
) s.s.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared PAUL E. LEMENZE who is personally known to me and who did not take an oath, and that he executed the foregoing instrument, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal, in the state and county aforesaid, this 22nd day of January, 1996.




Notary Public, State of Florida

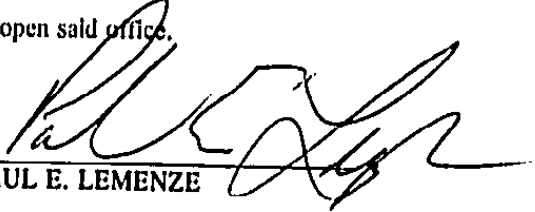
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, WATER RESOURCES ENVIRONMENTAL
DRILLING, INC. desiring to organize under the laws of the State of Florida with its principal office
located in the City of Lake Worth, County of Palm Beach, State of Florida, has named PAUL E.
LEMENZE, whose address is 2117 7th Avenue, North, Lake Worth, FL 33461 as its agent to accept
service of process within this state.

ACKNOWLEDGEMENT:

Having been named as the registered agent for the above stated Corporation at the place designated
in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws
of the State of Florida relative to keeping open said office.

Dated: January 22, 1996


PAUL E. LEMENZE

SD40/Lemenze.art