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MATTHEW S. HARRIS, P.A.
ATTORNEYS AT LAW

WILLIAM G. HATERN
RONALD A. HARRIS
STEVEN M. BECHTEL
LAWRENCE J. PHALIN
JAMES H. BUDNER
W. SCOTT DANIELSON
DAVID L. EVANS
LARRY J. TOWNSEND
MARY A. EDENFIELD
JAMES H. LUBBEN
DAVID D. WILLIS
MURT E. THALWITZER
RICHARD L. ALLEN, JR.

POST OFFICE BOX 2884
SUITE 800, TWO LANDMARK CENTER
222 E. ROBINSON STREET
ORLANDO, FLORIDA 32802-2884
TELEPHONE (407) 483-8044
FACSIMILE (407) 483-8018

MARY K. KOHRIN
THOMAS H. HARRIS
MICHAEL A. HARRIS
DONALD R. HENDERSON
BRADLEY P. RYSTONE
BEN W. RUBIN
HEATHER M. KOLIBRY
JOHN C. ALVAREZ

OF COUNSEL
H. ALLAN WEBER
DAVID M. LANDIS, P.A.
DAVID M. LANDIS
JOHN E. KANE

SPECIAL COUNSEL
CYNTHIA L. NEDEH

May 23, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: Clean Technologies, Inc.

900001844089
-05/30/96--01031--012
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation and Certificate designating the registered agent for Clean Technologies, Inc. together with our check in the amount of \$122.50. Would you please file the original and return the certified copy to this office at your earliest convenience in the envelope provided.

Thank you for your prompt attention to this matter. If you have any questions, please do not hesitate to contact this office.

Very truly yours,


LAWRENCE J. PHALIN

LJP/mls

Enclosure

cc: Mrs. Patricia Ann Burkhardt

FILED
96 MAY 28 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JUN - 4 1996

ARTICLES OF INCORPORATION
OF
CLEAN TECHNOLOGIES, INC.

FILED
96 MAY 28 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is Clean Technologies, Inc.

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 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 18167 U.S. 19 North, Suite 270, Clearwater, Florida 34624. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is Mateer & Harbert, P.A., 225 East Robinson Street, Suite 600, Orlando, Florida, 32802, and the name of the Corporation's initial registered agent to receive service of process is Lawrence J. Phalin.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the Director is:

Name

Address

Patricia Ann Burkhardt

13161 56th Court, Suite 204
Clearwater, Florida 34620

ARTICLE VI

The name and address of the subscriber is Lawrence J. Phalin, 225 East Robinson Street, Suite 600, Orlando, Florida 32802.

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

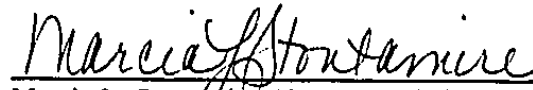
The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence 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.

DATED: May 23, 1996.


Lawrence J. Phalin

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on May 23rd, 1996, by Lawrence J. Phalin, as Registered Agent of Clean Technologies, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did take an oath.


Marcia L. Stoutamire, Notary Public in and for the
State of Florida
My Commission Expires:



MARCIA L. STOUTAMIRE
MY COMMISSION # CC393655 EXPIRES
August 24, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

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
96 MAY 28 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That Clean Technologies, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 18167 U.S. 19 North, Suite 270, Clearwater, Pinellas County, State of Florida, has named Lawrence J. Phalin 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.


Lawrence J. Phalin
(Registered Agent)

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