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PRIESTLY HILL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 022310 7112865

AUTHORIZATION :

COST LIMIT : \$ ~~131.25~~ PPD

ORDER DATE : July 17, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 022310

CUSTOMER NO: 7112865

CUSTOMER: Ms. Lauri A. Holton
LAURI A. HOLTON

Suite 4
1500 Campbell Avenue
Jacksonville, FL 32207

100001896891
-07/17/96--01063--037
***131.25 ***131.25

DOMESTIC FILING

NAME: TALBOT ISLAND ENVIRONMENTAL
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 17 PM 3:17

RECEIVED
96 JUL 17 PM 12:44
DIVISION OF CORPORATIONS
7/17/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 17 PM 3: 17

ARTICLES OF INCORPORATION

OF

TALBOT ISLAND ENVIRONMENTAL CORPORATION

ARTICLE I - NAME

The name of the Corporation is
Talbot Island Environmental Corporation

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be
1500 Campbell Ave. #4, Jacksonville, Florida 32207

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at
any one time is

7,500 shares of \$1.00 per value common stock

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this corporation is
**Lauri A. Holton
1500 Campbell Ave # 4
Jacksonville, Florida 32207**

ARTICLE V - PURPOSE

**This corporation is organized for the purpose of transacting any and all lawful
business.**

ARTICLE VI - DURATION

This corporation is to exist perpetually.

ARTICLE VII - MANAGEMENT

Pursuant to Section 607.111, Florida Statutes, business of the corporation shall be managed by the stockholders of the corporation, or by the stockholder of there is only one stockholder of the corporation, rather than a Board of Directors. Any action of the stockholders or stockholder, as the case may be, of the corporation may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all stockholders or the sole stockholder, and filed with the Secretary of the Corporation, as part of the corporate records.

ARTICLE VIII - PREEMPTIVE RIGHTS

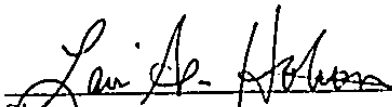
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata aware (as nearly as may be done without issuance of fractional shares) at the price at which it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

ARTICLE IX - INCORPORATOR

The name and the street address of the incorporator to these Article of Incorporation is

**Lauri A. Holton
1500 Campbell Ave # 4
Jacksonville, Florida 32207**

The undersigned incorporator has executed these Articles of Incorporation this 16th day of July, 1996.



Signature

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 17 PM 3: 17

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

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: **Talbot Island Environmental Corporation**
2. The name of and address of the registered agent and office is:

**Lauri A. Holton
1500 Campbell Ave. # 4
Jacksonville, Florida 32207**

*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 THE 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.*


LAURI A. HOLTON

7/16/96
DATE