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ENVIRONMENTAL SOLUTIONS DISTRIBUTION INC.
2126 S.W. 13TH AVENUE
CAPE CORAL, FLORIDA 33991

August 19, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32301

900001980419
-08/23/96--01024--008
***122.50 ***122.50

Dear Sir or Madam:

As Incorporator of the above named corporation, I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida


Enclosed are the following papers, together with our check:

- a. Original and one copy of Certificate of Incorporation for filing and approval by your office;
- b. Certificate of Registered Agent;
- c. Check to cover fees and costs in the amount of \$122.50.

\$35.00 to file Certificate
\$52.50 for certified copy
\$35.00 for Registered Agent Designation

Please return the certified copy as soon as possible.

Very truly yours,
ENVIRONMENTAL SOLUTIONS DISTRIBUTION INC.


DONALD GUNNING
INCORPORATOR

enclosure

FILED
95 AUG 23 PM 2:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

AL AUG 27 1996

ARTICLES OF INCORPORATION

OF

ENVIRONMENTAL SOLUTIONS DISTRIBUTION, INC.

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ARTICLE I. CORPORATION NAME

The name of the corporation is:

ENVIRONMENTAL SOLUTIONS DISTRIBUTION INC.

The address of the corporation is:

**2126 S.W. 13TH AVENUE
CAPE CORAL, FLORIDA 33991**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1. (one dollar) per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

**DONALD GUNNING
2126 S.W. 13TH AVENUE
CAPE CORAL, FLORIDA 33991**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have three (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and the street address is:

**DONALD GUNNING
2126 S.W. 13TH AVENUE
CAPE CORAL, FL 33991**

The person named as the initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

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

**DONALD GUNNING
2126 S.W. 13TH AVENUE
CAPE CORAL, FLORIDA 33991**

ARTICLE IX. AMENDMENT

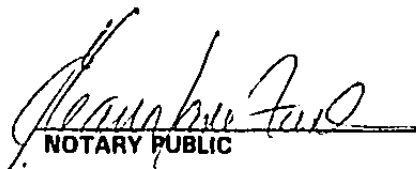
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as INCORPORATOR, has executed the foregoing Articles of Incorporation on this 19th day of AUGUST, 1976.


DONALD GUNNING
INCORPORATOR

BEFORE ME, a Notary Public, personally appeared DONALD GUNNING Known to be the person described as INCORPORATOR, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on this 19th day of AUGUST, 1976.


My commission expires:


NOTARY PUBLIC



ELEANOR JANE FUNK
My Commission CC318460
Expires Sep. 23, 1987
Bonded by HAI
800-422-1555

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for
ENVIRONMENTAL SOLUTIONS DISTRIBUTION INC.


DONALD GUNNING
REGISTERED AGENT

BEFORE ME, a Notary Public, personally appeared DONALD GUNNING to me known to be
the person described as Registered Agent and who executed the foregoing instrument and
he acknowledged before me that he executed the same.

WITNESS, my hand and official seal this 19th day of August, 1996.

My Commission Expires:


NOTARY PUBLIC



ELEANOR JANE FUNK
My Commission CC318480
Expires Sep. 23, 1997
Bonded by HAI
850-422-1555

ENVIRONMENTAL SOLUTIONS DISTRIBUTION, INC.
2126 S.W. 13TH AVENUE
CAPE CORAL, FLORIDA 33991

SEP 03 PM 2:02

RE
FILE

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

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

First: That ENVIRONMENTAL SOLUTIONS DISTRIBUTION, INC., is desiring
to organize or qualify under the law of the State of Florida with its principal place of
business at 2126 S.W. 13TH AVENUE, CITY OF CAPE CORAL, STATE OF FLORIDA,
33991, has named DONALD GUNNING, located at 2126 S. W. 13TH AVENUE, CAPE
CORAL, FLORIDA 33991, as its agent to accept service of process within Florida.


DONALD GUNNING
PRESIDENT

8-11-96
DATE

Having been named to accept service of process for the above state corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree
to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.


DONALD GUNNING
REGISTERED AGENT

8-19-96
DATE