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The Legal Center

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August 26, 1996

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: GRAYSON INDUSTRIES ENVIRONMENTAL AND ENERGY SYSTEMS, INC.

Greetings:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with my check to cover the following expenses:

Filing Fee	\$35.00
Certificate of Status	8.75
Registered Agent Fee	35.00
TOTAL	\$78.75

Upon filing please call this office with date of filing and corporation number. Also, please return the enclosed copy of the articles with your stamp on it showing the filing date.

Cordially yours,

THE LEGAL CENTER

Christy A. Hilliard/ps
Christy A. Hilliard
Attorney

KWD/ps

Encl.

6572 Seminole Boulevard, Suite 9
Seminole, Florida 34642
Telephone (813) 393-8822

24
9-6-96

ARTICLES OF INCORPORATION
OF

GRAYSON INDUSTRIES ENVIRONMENTAL AND ENERGY SYSTEMS, INC.

(A Corporation for Profit)

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SEC
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

GRAYSON INDUSTRIES ENVIRONMENTAL AND ENERGY SYSTEMS, INC.

ARTICLE II. EXISTENCE

This Corporation shall exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE V. PRINCIPAL OFFICE

The principal office, if known, or the mailing address of the corporation is: 2035 Dodge St.
Clearwater, FL 34620

ARTICLE VI. REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and office of this corporation is: Kent N. Grayson
2035 Dodge St.
Clearwater, FL 34620

ARTICLES VII. INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

Kent N. Grayson
2035 Dodge St.
Clearwater, FL 34620

ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

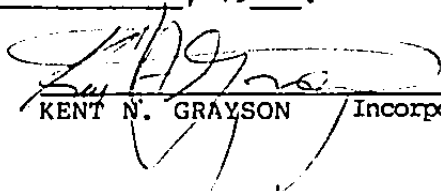
This corporation shall not have more than 35 shareholders nor shall it have directors. The business affairs of the corporation and all the corporate powers shall be managed and exercised under the direction and authority of the shareholders.

ARTICLE IX. BY LAWS

The By-Laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
this 26th day of August, 1996.

Incorporator


KENT N. GRAYSON

Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

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96 SEP -3 12 10 04

The foregoing instrument was acknowledged before me this
26th day of August, 1996, by
Kent N. Grayson, who is/are personally
known to me or who has/have produced a driver's license,
as identification and who did (did not) taken an oath.



PATRICIA SHOEMAKER
COMMISSION # CC 425140
EXPIRES DEC 7, 1998
BORNED THRU
ATLANTIC BONDING CO., INC

Patricia Shoemaker
Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for

GRAYSON INDUSTRIES ENVIRONMENTAL AND ENERGY SYSTEMS, INC.

at the place designated in the foregoing articles, namely

2035 Dodge St.
Clearwater, FL 34620

I HEREBY AGREE to act in this capacity, and to comply with
all Florida Statutes relative to the performance of my duties.

Dated this 26th day of August, 1996.

Kent N. Grayson
REGISTERED AGENT
KENT N. GRAYSON

P960000 73931
The Legal Center
ATTORNEYS AT LAW

August 26, 1996

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: GRAYSON INDUSTRIES ENVIRONMENTAL AND
ENERGY SYSTEMS, INC.

Greetings:

Enclosed please find the original and one copy of Articles of Amendment for the above-named corporation along with a check in the amount of \$35.00 to cover the filing fee.

Upon filing please call this office with the date of filing and return the enclosed copy of the articles of amendments with your stamp on it showing the filing date.

Sincerely,

THE LEGAL CENTER

Judith A. Luengas

Judith A. Luengas
Attorney

JAL/ps

Encls.

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*****35.00 *****35.00

FILED
97 SEP -2 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C Amend
6572 Seminole Boulevard, Suite 9
Seminole, Florida 33772
Telephone (813) 393-8822

FILED
97 SEP -2 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

GRAYSON INDUSTRIES ENVIRONMENTAL
AND ENERGY SYSTEMS, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

The name of this corporation is:
SEPARADYNE ENVIRONMENTAL, INC.

SECOND: The date of this amendment's adoption:

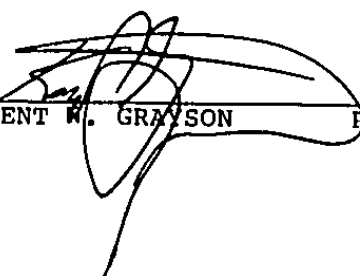
August 26, 1996

THIRD: Adoption of Amendment:

The amendment was approved by the shareholders.
The number of votes cast for the amendment
was sufficient for approval.

Signed this 26th day of August, 1996.

GRAYSON INDUSTRIES ENVIRONMENTAL
AND ENERGY SYSTEMS, INC.

By: 
KENT W. GRAYSON President