

(SAMPLE LETTER OF TRANSMITTAL)

P96000088171

Date October 18, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/24/96--01038--017
***122.50 ***122.50

Environmental Compliance Partners
Re: of West Virginia Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check for the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Donald R. Schreiner
(individual's name)

Donald R. Schreiner, III

Environmental Compliance Partners
of West Virginia, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
2331 River Tree Circle		
Sanford, FL 32771		
PHONE		
(407)	324-8395	
Area Code	Number	Ext.

gj 10/25/96

ARTICLES OF INCORPORATION

of

Environmental Compliance Partners of West Virginia, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Environmental Compliance Partners of West Virginia, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Donald R. Schreiner, III</u>		
ADDRESS	<u>2331 River Tree Circle</u>		
CITY	<u>Sanford</u>	FLORIDA FL	ZIP <u>32771</u>

The principal office, if known, or the mailing address of the corporation is:

NAME			
ADDRESS	<u>Same as above</u>		
CITY		FLORIDA	ZIP

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Donald R. Schreiner, III</u>		
ADDRESS	<u>2331 River Tree Circle</u>		
CITY	<u>Sanford</u>	STATE FL	ZIP <u>32771</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Donald R. Schreiner, III		
ADDRESS	2331 River Tree Circle		
CITY	Sanford	STATE	FL ZIP 32771
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 18th day of October, 1996.

Donald R. Schreiner (Seal)

_____ (Seal)

_____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED
CLERK OF STATE
CORPORATIONS
26 OCT 24 PM 1:20

Environmental Compliance Partners of West Virginia, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 2331 River Tree Circle
Sanford, FL 32771

has named Donald R. Schreiner, III
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Donald R. Schreiner
(registered agent)