

ALL-AMERICAN ENVIRONMENTAL SERVICES INC
2560 SAINT ANTHONY'S STREET
TITUSVILLE, FLORIDA 32780-6755

P96000 102996

DECEMBER 19, 1996

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32301

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SUBJECT: ALL-AMERICAN ENVIRONMENTAL SERVICES INC

DEAR SIR:

ENCLOSED PLEASE FIND THE FOLLOWING

1. THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE SUBJECT CORPORATION. PLEASE CERTIFY ONE COPY AND RETURN IT TO THE REGISTERED AGENT.

2. OUR CHECK IN THE AMOUNT OF \$122.50 TO COVER THE FILING FEE.

3. DESIGNATION OF REGISTERED AGENT.

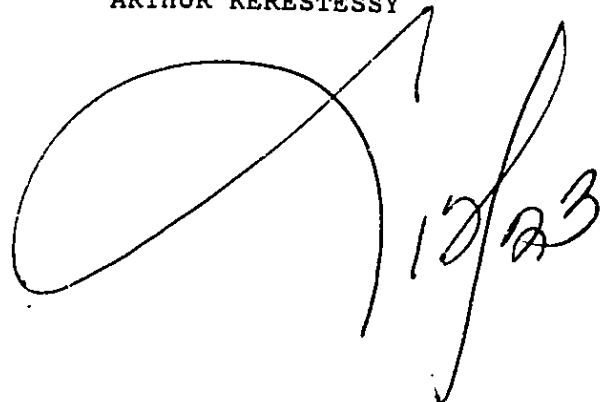
KINDLY ACKNOWLEDGE FILING OF THESE ARTICLES OF INCORPORATION, IN COMPLIANCE WITH FLORIDA LAW AND RETURN THE CERTIFIED COPY OF THE ARTICLES OF INCORPORATION TO THE UNDERSIGNED.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

SINCERELY,
ALL-AMERICAN ENVIRONMENTAL SERVICES INC



ARTHUR KERESTESSY



SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION OF

ALL-AMERICAN ENVIRONMENTAL SERVICES INC

THE UNDERSIGNED INCORPORATORS, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE:
ALL-AMERICAN ENVIRONMENTAL SERVICES INC

ARTICLE II. DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV. CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES"

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:
ARTHUR KERESTESSY
2560 SAINT ANTHONY'S STREET
TITUSVILLE, FLORIDA 32780-6755

ARTICLE VI. INCORPORATORS AND INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO INCORPORATORS AND TWO BOARD OF DIRECTOR MEMBERS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS BUT NEVER SHALL BE LESS THAN ONE. THE NAMES AND ADDRESSES OF THE INCORPORATORS OF THIS CORPORATION ARE:

ARTHUR KERESTESSY	BRUCE PETERSEN
2560 SAINT ANTHONY'S STREET	1925 SE BUTTONWOOD DRIVE
TITUSVILLE, FLORIDA 32780-6755	PORT ST LUCIE, FL 34952

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TALLAHASSEE FLORIDA

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ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED AT
2560 SAINT ANTHONY'S STREET, TITUSVILLE, FLORIDA
32780-6755, AND THE MAILING ADDRESS OF THE CORPORATION IS
2560 SAINT ANTHONY'S STREET, TITUSVILLE, FLORIDA
32780-6755

ARTICLE VIII. AMENDMENTS

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY
PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR
ANY AMENDMENT HERETO, BY A MAJORITY VOTE OF THE BOARD OF
DIRECTORS.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES
OF INCORPORATION THIS 16TH DAY OF DECEMBER 1996



ARTHUR KERESTESSY




BRUCE PETERSEN

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, 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, ALL-AMERICAN ENVIRONMENTAL SERVICES INC
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS,
ARTHUR KERESTESSY
2560 SAINT ANTHONY'S STREET
TITUSVILLE, FLORIDA 32780-6755

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.


ARTHUR KERESTESSY
DECEMBER 16, 1996

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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