

**P9700019825**  
GLENN RASMUSSEN & FOGARTY

ATTORNEYS AT LAW

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P.O. Box 3333 Tampa, Florida 33601-3333  
(813) 229-3333 Fax (813) 229-5946

**FILED**

97 FEB 27 PM 1:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 26, 1997

**VIA FEDERAL EXPRESS**

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

600002100216--1  
-02/27/97--01080--004  
\*\*\*122.50 \*\*\*122.50

Re: Soil Treatment of Florida, Inc.

Gentlemen:

Enclosed are the following items pertaining to the incorporation of Soil Treatment of Florida, Inc.:

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. Our check payable to you for the following charges:

Filing fee	\$ 35.00
Certified copy	52.50
Filing Registered Agent's certificate	<u>35.00</u>

TOTAL \$ 122.50

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.

*Robert W. Bivins*  
Robert W. Bivins

RWB/kb  
Enclosures  
cc: Walter Carlton

1245-003^C Ltr Fla. Dept. of State

**ARTICLES OF INCORPORATION**  
**OF**  
**SOIL TREATMENT OF FLORIDA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Soil Treatment of Florida, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is: SOIL TREATMENT OF FLORIDA, INC.

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal business office and mailing address of the corporation is 14497 North Dale Mabry Highway, Suite 240, Tampa, Florida 33618.

**ARTICLE III. INITIAL BOARD OF DIRECTORS**

The corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Donald P. Carlin	999 Ft. Pickens Road, Suite 109 Pensacola Beach, FL 32561
Michael J. Mann	14497 N. Dale Mabry Highway, Suite 240 Tampa, FL 33618
Brian A. Hebert	122 S. Locksley Lafayette, LA 70508
Walter R. Carlton	14497 N. Dale Mabry Highway, Suite 240 Tampa, FL 33618

#### **ARTICLE IV. CAPITAL STOCK**

The number of shares of capital stock that the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$.01 per share.

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 14497 North Dale Mabry Highway, Suite 240, Tampa, Florida 33618, and the name of the corporation's initial registered agent at that address is Walter R. Carlton.

#### **ARTICLE VI. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence at the time and on the date these Articles of Incorporation are filed with the Florida Department of State.

#### **ARTICLE VII. PURPOSE**

The general purpose or purposes for which the corporation is organized are as follows:

- (a) To engage in every aspect and phase of the business of soil remediation and to engage in every aspect and phase of related businesses; and
- (b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

#### **ARTICLE VIII. PREEMPTIVE RIGHTS**

The corporation shall provide 30 calendar days' advance written notice to each holder of common stock before the issuance of any of the following (the "New Securities"), whether or not currently authorized:

- (a) any shares of voting or nonvoting capital stock;
- (b) any rights, options, or warrants to acquire capital stock; and

- (c) any notes, debentures, or other debt securities that are convertible into equity securities.

That notice will be effective when received, if it is delivered personally or by telex, telecopy, telegram, or commercial courier, or on the third day after it is postmarked by the United States Postal Service, if it is delivered by first class, postage prepaid United States mail. A holder of common stock waives its right to purchase any New Securities proposed to be issued by the corporation unless it exercises that right and pays for the New Securities within 30 calendar days after the effective date of the corporation's written notice of the proposed issuance. Each holder of common stock shall have the first preemptive right (subject to adjustments to avoid the issuance of fractional shares) to purchase any New Securities for the consideration set by the corporation's board of directors and in the ratio that the respective amounts of New Securities, on a fully diluted basis, held by them on the effective date of the corporation's notice of issuance of such New Securities bears to the total number of shares of common stock outstanding, on a fully diluted basis. Each holder of common stock has the right of over allotment, so that, if a holder does not purchase its pro rata interest in the New Securities, the other purchasing holders may purchase their respective pro rata interests in that portion of the New Securities that were not purchased. A holder of securities other than common stock does not have, solely because of any statute or its ownership of other securities of the corporation, a right to purchase any New Securities proposed to be issued by the corporation. The foregoing preemptive rights apply to all issuances of New Securities, including without limitation, the following:

- (a) securities issued as compensation to agents, officers, directors, and employees of the corporation or its affiliates or subsidiaries;
- (b) securities issued to satisfy conversion or option rights created to provide compensation to agents, officers, directors, or employees of the corporation or its affiliates or subsidiaries;
- (c) shares authorized in these articles of incorporation that are issued within six months from the effective date of incorporation; and
- (d) securities sold for other than cash consideration.

Notwithstanding the foregoing, a public offering of the common stock is excluded from the foregoing preemptive right of first refusal. The corporation may issue New Securities that are not acquired by holders of common stock to any person during a period of 90 calendar days after such New Securities have been offered to the holders of common stock at a consideration set by the board of directors that is equal to or exceeds the consideration set for the exercise of the foregoing preemptive rights. Any offer received by the corporation at a lower consideration or after the expiration of the 90-day period referenced above shall again be subjected to the preemptive rights described in this article.

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

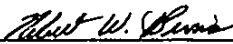
**ARTICLE IX. INCORPORATOR**

The name and street address of the incorporator are:

Robert W. Bivins  
Glenn Rasmussen & Fogarty, P.A.  
100 South Ashley Drive, Suite 1300  
Tampa, FL 33602

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

**EXECUTED:** February 21, 1997.

  
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Robert W. Bivins, as incorporator

1245-003\*X Art. Of Inc. (Soil Treatment)

SOIL TREATMENT OF FLORIDA, INC.

FILED

ACCEPTANCE OF REGISTERED AGENT 97 FEB 27 PM 1:49


SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Soil Treatment of Florida, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 14497 North Dale Mabry Highway, Suite 240, Tampa, Florida 33618, has named Walter R. Carlton as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Soil Treatment of Florida, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: February 21, 1997.

  
Walter R. Carlton