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GLENN R. MEE, P.A.

517 S.W. First Avenue  
Fort Lauderdale, FL 33301

Facsimile: (954) 524-4169  
Telephone: (954) 524-4141

March 21, 1997

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

500002124055--6  
-03/25/97--01095--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation  
Bioclean Waste Reduction Systems Services, Inc.


Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Bioclean Waste Reduction Systems Services, Inc. to be filed with your office. Also enclosed is a check in the amount of \$70.00 to cover the costs of the filing fees for same.

Please advise if you need anything further in order to file this corporation with the Department of State and also advise of the Charter Number assigned to this corporation.

If you have any questions, please do not hesitate to contact our office.

Sincerely,

Nancy Matthews 

NANCY A. MATTHEWS  
Paralegal/Office Manager

NAM:HS

Enc.

CORPORATE\FILE-ART.LTR

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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97 MAR 25 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BIOCLEAN WASTE REDUCTION SYSTEMS SERVICES, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be BIOCLEAN WASTE REDUCTION SYSTEMS SERVICES, INC.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PLACE OF BUSINESS

The corporation's principal place of business shall be 427 Laurel Drive, Margate, FL 33063.

ARTICLE IV - GENERAL PURPOSES

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

(I) The corporation shall have authority to issue ten thousand shares (10,000) of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right

or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 517 S.W. First Avenue, Fort Lauderdale, Florida 33301, and the name of its initial registered agent at said address is Glenn R. Mee.

ARTICLE VII - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of two (2) directors, and shall have two (2) directors initially. The number of director may be increased from time to time by amendment of the By-Laws.

(II) The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until its successors are elected and qualify, are:

Steven Paul, 3184 Grant Rd, Glenwood, GA 30049 and  
Shelley Paul, 427 Laurel Drive, Margate, FL 33063.

Prepared by:

Glenn R. Mee, P.A.  
517 S.W. First Av  
Ft. Lauderdale, FL 33301  
(954) 524-4141  
Fla. Bar No. 239119

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is Shelley Paul, 427 Laurel Drive, Margate, FL 33063.

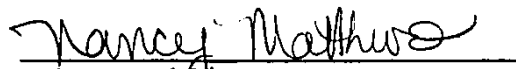
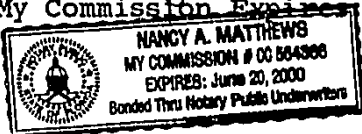
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 19 day of March, 1997.

  
SHELLEY PAUL

STATE OF FLORIDA  
COUNTY OF BROWARD

THE FOREGOING Articles of Incorporation were acknowledged before me this day by Shelley Paul, who is personally known to me or had produced a \_\_\_\_\_ n/a \_\_\_\_\_ as identification and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of March, 1997.

  
Notary Public  
My Commission Expires  


Prepared by:

Glenn R. Hae, P.A.  
517 S.W. First Av  
Ft. Lauderdale, FL 33301  
(954) 524-4141  
Fla. Bar No. 239119

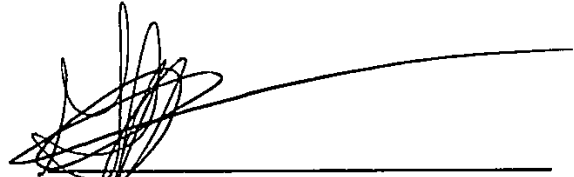
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted, in compliance with Section 48.091,  
Florida Statutes,

THAT BIOCLEAN WASTE REDUCTION SYSTEMS SERVICES, INC., a  
corporation organizing under the laws of the State of Florida, has  
named GLENN R. MEE as its Registered Agent to accept service of  
process within this State, whose registered office is located at  
517 S.W. First Avenue, Fort Lauderdale, Florida 33301.

ACKNOWLEDGMENT

Having been named to accept service of process for the above  
entitled corporation, at the place designated in this Certificate,  
I hereby accept to act in this capacity, and agree to comply with  
the provisions of said Act relative to the proper and complete  
performance of my duties.



GLENN R. MEE  
517 S.W. First Avenue  
Fort Lauderdale, FL 33301

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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