

P97000031957

John P. Whitescarver
7747 SE Spicewood Circle
Hobe Sound, FL 33455
(561) 288-0267

April 1, 1997

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

RE: Articles of Incorporation
Center for Environmental Solutions, Inc.

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Center for Environmental Solutions, Inc. I have also enclosed two checks for \$35.00 to cover filing fees for the Articles of Incorporation and the designation of registered agent.

Please advise if you need any additional information.

Sincerely yours,


John P. Whitescarver

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 AM 9:18

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**ARTICLES OF INCORPORATION
OF
CENTER FOR ENVIRONMENTAL SOLUTIONS, INC.**

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DIVISION OF CORPORATIONS
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I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I
IDENTIFICATION**

The name of the Corporation is Center for Environmental Solutions, Inc. The principal office of the Corporation is 7747 SE Spicewood Circle, Hobe Sound, FL 33455.

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

**ARTICLE III
PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The capital stock of this Corporation shall consist of 10,000 shares of common stock of one dollar (\$1.00) par value each. All or part of said stock is to be issued from time to time as may be determined by the board of directors. There shall be no pre-emptive right granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratable as their holdings may appear upon the stock record of the Corporation.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The Initial registered agent of this Corporation and his address is John P. Whitescarver, 7747 SE Spicewood Circle, Hobe Sound, FL 33455.

**ARTICLE VI
BOARD OF DIRECTORS**

1. The number of Directors of this Corporation shall not be less than one (1) nor more than seven (8). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).
2. The Corporation shall initially have eight Directors. The names and addresses of the initial Directors are:

Frank Certo
7771 SE Spicewood Circle
Hobe Sound, FL 33455

Joseph Kleinbrook
7777 SE Spicewood Circle
Hobe Sound, FL 33455

Paul Ferrari
8049 SE Double Tree Drive
Hobe Sound, FL 33455

Richard Searls, Jr.
7753 SE Spicewood Circle
Hobe Sound, FL 33455

Diane V. Gorny
1741 SW Burlington St.
Port St. Lucie, FL 34984

Laureen A. Stant
302 SW Molloy St.
Port St. Lucie, FL 34984

John Hoglund, Jr.
7765 SE Spicewood Circle
Hobe Sound, FL 33455

John P. Whitescarver
7747 SE Spicewood Circle
Hobe Sound, FL 33455

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is John P. Whitescarver and his address is 7747 SE Spicewood Circle, Hobe Sound, FL 33455.

**ARTICLE VIII
ADDITIONAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as part of these Articles of Incorporation.

ARTICLES OF INCORPORATION
CENTER FOR ENVIRONMENTAL SOLUTIONS, INC.

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1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the Corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.
2. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.
4. This Corporation shall indemnify any Officer or Director, and any former Officer or Director, to the fullest extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.
5. The power of adoption, alteration, and repeal of the By-laws shall be in the Board of Directors of the Corporation or in the stockholders. By-Laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

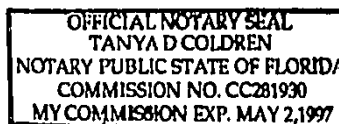
BEFORE ME, the undersigned authority, personally appeared John P. Whitescarver, who is to me well known to be the person described in and who subscribed to the above and foregoing Articles of Incorporation; and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS THEREOF, the undersigned has made and subscribed these Articles of Incorporation at STUART Martin County, Florida this 2 day of APRIL, 1997.

By John P. Whitescarver

Tanya D. Coldren
NOTARY PUBLIC
State of Florida at Large

My Commission Expires: MAY 2, 1997



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

Center for Environmental Solutions, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Hobe Sound, County of Martin, State of Florida has names John P. Whitescarver, 7747 SE Spicewood Circle, Hobe Sound, Florida 33455, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act to keeping open said office.

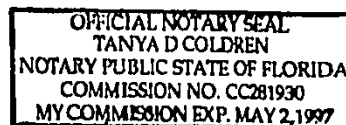
By: John P. Whitescarver

BEFORE ME, the undersigned authority, personally appeared John P. Whitescarver, who is to me well known to be the person described in and who accepted the position of Registered Agent for Center for Environmental Solutions, Inc., and he has freely and voluntarily acknowledged before me according to law that he has accepted said appointment for the uses and purposes set forth within.

IN WITNESS THEREOF, the undersigned has made and subscribed these Articles of Incorporation at Stuart, Martin County, Florida this 2 day of April, 1997.

Tanya D. Coldren
NOTARY PUBLIC
State of Florida at Large

My Commission Expires: May 2, 1997



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