

PM000041333

TRANSMITTAL LETTER

May 2, 1997

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

Re: Goldman Environmental Management Services, Inc.  
(Proposed Corporate name)

Enclosed please find an original and one (1) copy of articles  
of incorporation for the above corporation and check in the amount  
of \$35.00.

FROM: David S. Goldman  
1015 Atlantic Blvd.  
Suite 121  
Atlantic Beach, FL 32233  
(904) 249-2160

500002166565--3

-05/06/97--01005--023

\*\*\*\*\*35.00 \*\*\*\*\*35.00

500002166565--3

-05/06/97--01005--024

\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -5 AM 10:03

JP 5/9

REX GOLDEN, J.D., LL.M.  
Attorney at Law

Civil  
Commercial  
Corporate Law

556 1st Avenue North  
St. Petersburg, Florida 33701  
(813) 895-7800 Fax (813) 821-2446

May 2, 1997

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

Re: Goldman Environmental Management Services, Inc.

Dear Dept. of State:

Enclosed is a check in the amount of \$35.00 for the designation of registered agent/registered office. I am also enclosing the original and one copy of the articles of Incorporation of the proposed Corporation, Goldman Environmental Management Services, Inc. and a transmittal letter as well as a check in the amount of \$35.00. If you have any questions in this matter, please do not hesitate to call me.

Sincerely,



Rex Golden, Esq.  
RG/dr  
enclos.

~~500002166565~~ 3  
~~05/06/97~~ 01005 023  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

~~500002166565~~ 3  
~~05/06/97~~ 01005 024  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -5 AM 10:04

ARTICLES OF INCORPORATION  
OF  
GOLDMAN ENVIRONMENTAL MANAGEMENT SERVICES, INC.

The undersigned subscribers to these Articles of Incorporation, are natural persons competent to contract, hereby from a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of the corporation shall be Goldman Environmental Management Services, Inc.

ARTICLE II. PRINCIPAL OFFICE

The location of this corporation shall be: 1015 Atlantic Blvd., Suite 121, Atlantic Beach, FL 32233.

ARTICLE III. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, country, Territory or Nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 556 First Avenue North, St. Petersburg, FL 33701 and the name of the initial registered agent of this corporation at that address is Rex Golden.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

Since the corporation has fewer than 35 shareholders, the Corporation desires to dispense with a board of directors.

ARTICLE VIII

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President: David S. Goldman, 1015 Atlantic Blvd., Suite 121, Atlantic Beach, FL 32233.

Vice-President: Jeanne H. Goldman, 1908 Secluded Woods Lane, Neptune, FL 32266.

Secretary: Jeanne H. Goldman, 1908 Secluded Woods Lane, Neptune, FL 32266.

Treasurer: David S. Goldman, 1015 Atlantic Blvd., Suite 121, Atlantic Beach, FL 32233.

#### ARTICLE IX. SUBSCRIBER.

The names and street addresses of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
David S. Goldman	1015 Atlantic Blvd. Suite 121, Atlantic Beach, FL 32233	500.00	\$1.00


#### ARTICLE X. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XI. AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 4<sup>th</sup> day of April, 1997.

  
DAVID S. GOLDMAN, PRESIDENT

Not

STATE OF FLORIDA

COUNTY OF Duval

The foregoing instrument was acknowledged before me this April 4<sup>th</sup> 1997 personally known to me or who has produced FL. RL. G 435-177-59-111-0 before me that he has executed the foregoing instrument for the purposes therein expressed.



NOTARY PUBLIC:

Sign: Dana Walter

Print: DANA WALTER

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.

Rex Golden

Rex Golden, Esq.  
556 First Avenue North  
St. Petersburg, FL 33701  
(813) 895-7800

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -5 AM 10:04

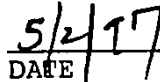
Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Goldman Environmental Management Services, Inc.
2. The name and address of the registered agent and office is:

REX GOLDEN, ESQUIRE  
556 FIRST AVENUE NORTH  
ST. PETERSBURG, FL 33701

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.

  
\_\_\_\_\_  
REX GOLDEN

  
\_\_\_\_\_  
DATE