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LAW OFFICES OF
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WILLIAM E. GUY, JR.*

JOHN S. YUDIN**

* ALSO ADMITTED IN U.S. 9TH C. C.A.
** ALSO ADMITTED IN D.C.

May 19, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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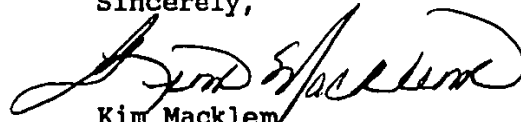
re: Carroll Environmental Technologies, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing are the Original Articles of Incorporation for Carroll Environmental Technologies, Inc. A copy is also enclosed for file stamping and return. A check in the amount of \$122.50 is enclosed for the filing fee.

Thank you for your prompt attention to this matter.

Sincerely,



Kim Macklem
Secretary to:

William E. Guy, Jr.

/kam

Enclosures

cc: Carroll Environmental Technologies, Inc.

EFFECTIVE DATE
5-19-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 21 PM 2:55

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EFFECTIVE DATE

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ARTICLES OF INCORPORATION

OF

CARROLL ENVIRONMENTAL TECHNOLOGIES, INC

The undersigned, for the purpose of having formed a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the Corporation is: CARROLL ENVIRONMENTAL TECHNOLOGIES, INC.

ARTICLE TWO - DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR - CAPITAL STOCK AND INITIAL ISSUANCE OF SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1,000,000 shares of common stock. Such shares shall be of a single class and shall have no par value. The initial shares of the Corporation shall be issued as follows:

<u>Shareholder</u>	<u>Percentage</u>
a. Carroll Industries, Inc. (others not selected yet)	55%

ARTICLE FIVE - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial Registered Office and principal office of the Corporation is 759 South Federal Highway, Suite 319, Stuart, FL 34994 and the name of its initial Registered Agent at that address is DAVID BRANNOM.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased and elected from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

PAUL CARROLL
2548 SE MONROE STREET
STUART FL 34997

DAVID BRANNOM
2180 SW HUNTERS CLUB WAY
PALM CITY FL 34990

CAROL BRANNOM
2180 SW HUNTERS CLUB WAY
PALM CITY FL 34990

ARTICLE SEVEN - INCORPORATOR

The name and address of the Incorporator is as follows:

DAVID BRANNOM
759 SOUTH FEDERAL HIGHWAY
SUITE 319
STUART FL 34994

ARTICLE EIGHT - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent

permitted by law.

ARTICLE NINE - RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE TEN - BYLAWS

The power to adopt the initial Bylaws shall be vested in the Board of Directors. The power to alter, amend and repeal the Bylaws shall be vested in the Directors.

ARTICLE ELEVEN - AMENDMENT

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

ARTICLE TWELVE - PREEMPTIVE RIGHTS GRANTED

The Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire unissued or treasury shares.

ARTICLE THIRTEEN - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 617.041, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 19 day of May, 1997.

David Brannom
DAVID BRANNOM

STATE OF FLORIDA)
COUNTY OF MARTIN)

BEFORE ME, the undersigned authority, personally appeared DAVID BRANNOM, who has produced _____ as identification or who is personally known to me and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of May, 1997.

David S. Spade
Notary Public (Signature)
Kim MacKinnon
Typed, Printed or Stamped Name
00585105; 9-16-2000
Commission No./Expiration Date

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CARROLL ENVIRONMENTAL TECHNOLOGIES, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 19 day of May, 1997.


DAVID BRANNOM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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