

P97000056898

John G. Evans, P.A.  
Attorney At Law

FILED  
00 FEB 14 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 30, 1999

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Walsh Environmental Svcs., Inc.

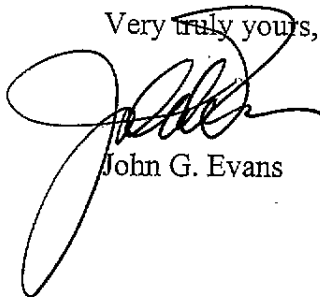
Dear Sir or Madam:

Enclosed is our check in the sum of \$43.75 for filing the Amended and Restated Articles of Incorporation of the above-referenced corporation. This includes the \$35 filing fee and \$8.75 for return of one certified copy. Please also return one endorsed copy in the enclosed envelope.

Should you have any questions, please feel free to contact the undersigned.

Thank you.

Very truly yours,



John G. Evans

JGE:scb  
Enclosures

*Amended & Restated Art.*

V. SHEPARD FEB 15 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 18, 2000

JOHN G. EVANS, P.A.  
1515 US HWY. ONE, STE. 201  
SEBASTIAN, FL 32958

SUBJECT: WALSH ENVIRONMENTAL SERVICES, INC.  
Ref. Number: P97000056898

We have received your document for WALSH ENVIRONMENTAL SERVICES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

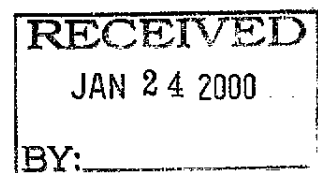
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 700A00002292

*Rec'd*  
*Rec'd 2/14*



**WARREN W. DILL**

Also admitted in  
Wyoming  
Nebraska

**DILL & EVANS, LC**

ATTORNEYS AT LAW  
1515 US Highway 1, Suite 201  
Sebastian, Florida 32958

**JOHN G. EVANS**

Also Admitted in  
California

February 9, 2000

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Walsh Environmental Svcs., Inc.

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Dear Sir or Madam:

Enclosed please find the revised Amended and Restated Articles of Incorporation of Walsh Environmental Services, Inc., which is being returned to you for filing and return of one endorsed copy and one certified copy.

The check which was initially sent to you was retained in your file.

Thank you.

Very truly yours,

  
John G. Evans

RECEIVED  
OFFICE  
FEB 14 AM 9:59  
DIVISION OF CORPORATIONS  
Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
WALSH ENVIRONMENTAL SERVICES, INC.**

FILED  
00 FEB 14 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:**

Pursuant to the authority in Florida Statutes §§607.1007 and 607.1003, the Board of Directors and Shareholders of Walsh Environmental Services, Inc. amend and restate the corporations Articles of Incorporation as follows:

**ARTICLE I - NAME**

The name of the Corporation shall be Walsh Environmental Services, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation shall be: 4531-10<sup>th</sup> Street, Vero Beach, FL 32966.

**ARTICLE III - NATURE OF BUSINESS**

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

- A. To engage in environmental services of all kinds.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is ten thousand (10,000) shares of common stock.

**ARTICLE V - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE VI - DIRECTORS**

The number of Directors constituting the Board of Directors is **two (2)**. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall not exceed five (5) nor be less than one (1). The names and addresses of the Directors of the Corporation are as follows:

Earl Masteller  
869 Robin Lane  
Sebastian, FL 32958

Patrick K. Walsh  
4531-10<sup>th</sup> Street  
Vero Beach, FL 32966

#### **ARTICLE VII - TRANSACTIONS BETWEEN PARTIES**

No contract or other transaction between the Corporation and one or more of its directors or officers or any other corporation, firm, association, or entity, in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorized, approves, or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

B. The fact of such relationship or interest is disclosed or made known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction.

#### **ARTICLE VIII - CUMULATIVE VOTING**

The principal of cumulative voting shall apply in all elections of Directors of the corporation. Each shareholder entitled to vote shall have votes equal to the number of shares with voting rights held by such shareholder multiplied by the number of directors to be elected, and each may cast all his/her votes for a single candidate, or may divide and distribute the votes among any two or more candidates, as s/he may see fit. Each shareholder may, if s/he desires, cast fewer than all the votes to which s/he is entitled at an election of Directors, but no ballot shall be valid if the total number of votes shown thereon is in excess of the total number of votes to which a shareholder casting such ballot is entitled.

At any such election the candidates receiving the highest number of votes, up to the number of Directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

**ARTICLE IX - RESTRICTIONS ON TRANSFER OF CAPITAL STOCK**

Unless otherwise provided in the Corporation's by-laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

**ARTICLE X - 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 XI - DESIGNATION OF REGISTERED AGENT**

The Corporation designates as its Resident Agent within the State of Florida, whose registered office is located at the following address: John G. Evans, Attorney at Law, 1515 U.S. Highway 1, Suite 201, Sebastian, FL 32958.

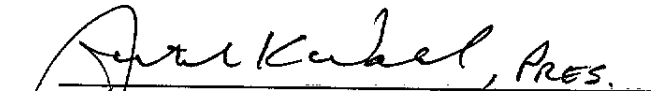
**ARTICLE XII - INCORPORATORS**

The name and address of each incorporator is Lisa N. Thompson, 756 Beachland Boulevard, Vero Beach, Florida 32963.

**SECOND:** The date of adoption of the foregoing amended and restated articles of incorporation is December 28, 1999.

**THIRD:** The foregoing amended and restated articles of incorporation were approved unanimously by the shareholders and directors.


Signed this 9<sup>th</sup> day of February 2000 .

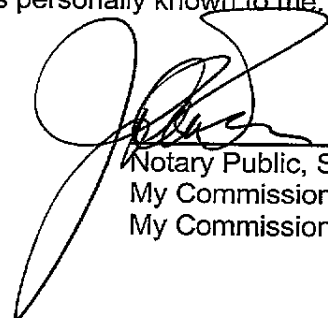
  
Patrick K. Walsh, President

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of February 2000 by Patrick K. Walsh who is personally known to me.

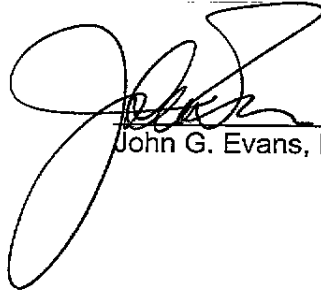
SEAL

 John G. Evans  
My Commission CC847855  
Expires June 20, 2003

  
Notary Public, State of Florida  
My Commission Expires:  
My Commission Number is:

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

A large, stylized handwritten signature in black ink, appearing to read 'J. G. Evans', is written over a horizontal line.

John G. Evans, Registered Agent