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FILED

AUGUST L. M. BRINKMAN
214 MORTON LANE
WINTER SPRINGS FLORIDA 32707
407-699-1149

97 JUL 22 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 18, 1997

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

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****122.50 ****122.50

Re: Incorporation in the State of Florida

Dear Sir or Madam:

Enclosed are Articles of Incorporation and Registered Agent affidavit for the to be formed corporation "Quality Environmental Solutions, Inc." Also enclosed is a check to cover costs.

Please contact me at the telephone number below should you have any questions or require more information in order to accomplish this incorporation.

Thank you for your attention to this request.

Sincerely,



August L. M. Brinkman

Enclosures

OK
7/24/97

ARTICLES OF INCORPORATION
OF
QUALITY ENVIRONMENTAL SOLUTIONS, INC.

FILED

97 JUL 22 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Quality Environmental Solutions, Inc.

ARTICLE II

TERM OF EXISTENCE

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 7,500 shares of common stock, having a par value of \$ 0.10 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

ARTICLE V

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be August L. M. Brinkman. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 214 Morton Lane, Winter Springs, Florida 32708. The Board of Directors from time to time may move the registered office to any other address in the State of Florida. The principal address is the same.

ARTICLE VI

BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of Directors shall be decided by resolution of the shareholders.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The name and street address of the members of the initial Board of Directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death are:

Name

Street Address

August L. M. Brinkman

214 Morton Lane
Winter Springs, Florida 32708

ARTICLE VIII

INCORPORATION

The name and street address of the incorporator is:

August L. M. Brinkman

214 Morton Lane
Winter Springs, Florida 32708

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

PRE-EMPTIVE RIGHTS

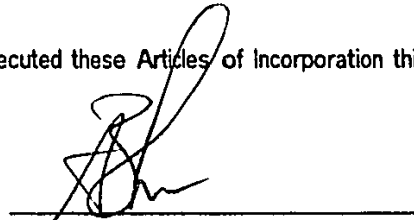
Every shareholder, upon sale of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which is offered to others.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each Director of the time and place of the meeting and the purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

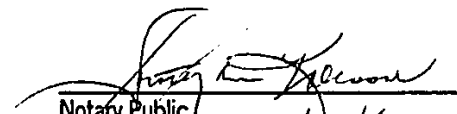
17 IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this day of July, 1997.



STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me personally appeared August L. M. Brinkman, to me well known and known to me to be the individual described in and who executed the foregoing, and he swore to and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and State above this 17 day of July, 1997.



Notary Public
Print Name: DOROTHY ANN KOLESAR
My Commission Expires: 4-13-2001



DOROTHY ANN KOLESAR
My Comm Exp. 4/13/2001
Bonded By Service Ins
No. CC638454
If Personally Known () Other I.D.

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

FILED

97 JUL 22 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Quality Environmental Solutions, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Winter Springs, State of Florida, has named August L. M. Brinkman, located at 214 Morton Lane, Winter Springs, Florida 32708, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to service of process for the above-state 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 relative to the proper and complete performance of my duties.



Registered Agent

17 July - 1997
Date

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me personally appeared August L. M. Brinkman, to me well known and known to me to be the individual described in and who executed the foregoing, and he swore to and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and State above this 17 day of July, 1997.



Notary Public

Print Name: Dorothy Ann Kolessar

My Commission Expires: 4-13-2001



DOROTHY ANN KOLESSAR
My Comm Exp. 4/13/2001
Bonded By Service Inc
No. 00638454
If Personally Known || Other I.D.