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TO: DIVISION OF CORPORATIONS

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NAME: UNITED ENVIRONMENTAL SERVICES OF SO. FLA., I  
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## ARTICLES OF INCORPORATION

UNITED ENVIRONMENTAL SERVICES OF SO. FLA., INC.

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

### ARTICLE I CORPORATE NAME

The name of this corporation shall be:

UNITED ENVIRONMENTAL SERVICES OF SO. FLA., INC.

### ARTICLE II PRINCIPAL OFFICE

The principal Place of Business and mailing address of this corporation shall be: 3211 Ponce de Leon Blvd., Suite 301, Coral Gables, FL.

### ARTICLE III CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 100 shares. All such shares shall be of a single class, designated as common.

### ARTICLE IV REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Cecil Milton, 3211 Ponce de Leon Blvd., Suite 301, Coral Gables, FL 33134.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

### ARTICLE V INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: Cecil Milton, 3211 Ponce de Leon Blvd., Suite 301, Coral Gables, FL 33134.

### ARTICLE VI NATURE OF BUSINESS AND POWERS

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

*This instrument prepared by:*  
ROBERT D. KORNER, ESQ.  
FLA. BAR No. 108397  
200 OCEAN LN DR, #1107  
KEY BISCAYNE, FL 33149 (305) 365-9152

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ARTICLE VII TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE VIII 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX BOARD OF DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

CECIL MILTON                      3211 Ponce de Leon Blvd., #301, Coral Gables, FL 33134

The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his successor(s) is elected or appointed and has qualified, whichever occurs first.

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI BYLAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII RESTRICTIONS ON TRANSFER OF STOCK

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares

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voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

B. Right of First Refusal. Before a shareholder sells or transfers all or part of his shares of stock, the remaining shareholders, jointly or individually, shall have the right to purchase the shares of stock on the same terms and conditions as the terms of the original offer to purchase. The selling shareholder must notify the remaining shareholders in writing of the proposed sale including the terms of the sale. The remaining shareholders shall have seven (7) days from the date they are notified of the proposed transfer in which to exercise their option to purchase. If the shareholders do not exercise their right to purchase, the shares may be sold or transferred in accordance with the original offer purchase.

#### ARTICLE XIII APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such is required by law.

#### ARTICLE XIV MANAGEMENT

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation.

#### ARTICLE XV POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

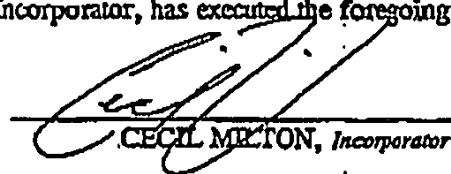
#### ARTICLE XVI DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XVII SECTION 1244 STOCK

Prior to issuance of any stock the directors are hereby authorized, empowered and directed to take such action and form such a plan as to comply with all provisions of Section 1244 of the Internal Revenue Code of 1954 in qualifying the stock of this corporation of Section 1244 Stock.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on July 22, 1997.

  
CECIL MILTON, Incorporator

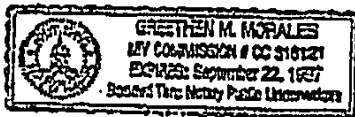
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STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared CECIL MILTON, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on July 22, 1997.

  
Notary Public, Florida



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REGISTERED AGENT'S CERTIFICATE

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

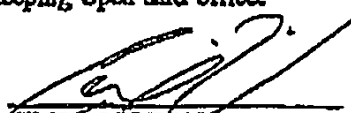
In accordance with Chapter 617.023, Florida Statutes, the following is submitted:

UNITED ENVIRONMENTAL SERVICES OF SO. FLA., INC.

desiring to organize under the laws of the State of Florida, with its registered agent's office located at 3211 Ponce de Leon Blvd., #301, Coral Gables, FL 33134 County of Dade, State of Florida, has named CECIL MILTON located at said address as its agent to accept service of process within this 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 agree to comply with the provision of said Act relative to keeping open said office.

  
CECIL MILTON

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CLERK OF COURT  
JUL 28 1997

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