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EZELLE & EVERS

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

424 WEST MAIN STREET

WAUCHULA, FLORIDA

MARCUS J. EZELLE
KENNETH B. EVERS

REPLY TO: P.O. DRAWER 1308
WAUCHULA, FLORIDA 33873-1308

July 2, 1997

TELEPHONE: (941) 773-5600
FACSIMILE: (941) 773-0952

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP - 8 AM 10:48

Re: Environmental Systems, Inc.

Gentlemen:

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-07/07/97--01128--011
****122.50 ****122.50

Enclosed are original and one copy of Articles of Incorporation. Please file the original and return a certified copy to me.

Also enclosed is check made payable to Secretary of State of Florida in the amount of \$122.50 as fee for same.

Sincerely,



Marcus J. Ezelle

/chh
Enclosures

W97-15840

Bmc
7/9/97

503

BT
9/9

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September 5, 1997

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

Re: M & M Operations, Inc.

Gentlemen:

Pursuant to your correspondence of July 9, 1997 (copy enclosed), enclosed are amended Articles of Incorporation disclosing the name "M & M Operations, Inc." Upon filing, please return a certified copy to me.

Sincerely,


Marcus J. Ezelle

/chh
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1997

RECEIVED

JUL 14 1997

MARCUS J. EZELLE, ESQ.
EZELLE & EVERS
P.O. DRAWER 1308
WAUCHULA, FL 33873-1308

EZELLE & EVERS, P.A.

SUBJECT: ENVIRONMENTAL SYSTEMS, INC.
Ref. Number: W97000015840

We have received your document for ENVIRONMENTAL SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 597A00035387

ARTICLES OF INCORPORATION
OF
M & M OPERATIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP - 8 AM 10:48

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is **M & M OPERATIONS, INC.**

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are for the monitoring, testing, evaluation, consultation and maintenance of water and wastewater systems, and any other business authorized by Florida Statutes and permitted by law.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class, and shall have a par value of Ten (\$10.00) Dollars per share.

ARTICLE FIVE

The street address of the initial principal office and mailing address of the corporation is 540 Orange Avenue, N. W., Wauchula, Florida 33873, and the name of its initial registered agent at such street address is **ANDY MADDOX**.

ARTICLE SIX

Pursuant to authority of Chapter 607.0732(1), Florida Statutes, or as it may hereafter be amended, the corporation shall have no board of directors, and all of the corporate power shall be exercised by, and the balance and affairs of the corporation shall be managed under the direction of the stockholders. The stockholders shall have the power and authority to adopt and to amend the bylaws of the corporation and to determine consideration for the issuance or disposition of any share.

ARTICLE SEVEN

The name and address of each incorporator and the number of shares of stock each agrees to take and the value of the consideration therefor are:

Name	Address	Shares	Consideration
Ray McClellan	4172 Sasser Road Zolfo Springs, FL 33890	500	\$5,000.00
Andy Maddox	540 Orange Avenue, N.W. Wauchula, FL 33873	500	\$5,000.00

ARTICLE EIGHT


The initial officers of the corporation and their addresses are:

Name	Address	Office
Ray McClellan	4172 Sasser Road Zolfo Springs, FL 33890	President
Andy Maddox	540 Orange Avenue, N.W. Wauchula, FL 33873	Secretary


ARTICLE NINE

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stockholders at a meeting held for that purpose.

EXECUTED by the undersigned at Wauchula, Hardee County, Florida, this 30 day of June, 1997.



RAY McCLELLAN

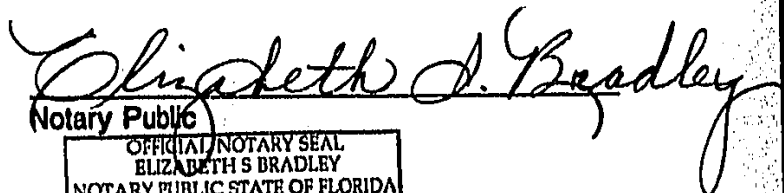


ANDY MADDOX

STATE OF FLORIDA:
COUNTY OF HARDEE:

I HEREBY CERTIFY that on this day before me, personally appeared RAY McCLELLAN and ANDY MADDOX, incorporators of M & M OPERATIONS, INC., who acknowledged before me the execution of the foregoing Articles of Incorporation for the uses and purposes therein set forth.

SWORN to and subscribed before me this 30th day of June, 1997.



Notary Public

OFFICIAL NOTARY SEAL
ELIZABETH S. BRADLEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC362396
MY COMMISSION EXP. APR. 7, 1998

ACCEPTANCE

I certify that I am a permanent resident of Hardee County, Florida, residing at the place indicated above. I hereby accept the foregoing designation as Registered Agent, this 30 day of June, 1997.



ANDY MADDOX

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -8 AM 10:48