

LAW OFFICE OF DAVE K. ROY

PROFESSIONAL ASSOCIATION

P97000081015

September 17, 1997

Division of Corporations
Attention: Bobbie Cox
P.O. Box 6327
Tallahassee 32314

FILED
97 SEP 18 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation - Environmental Cleaning Associates, Inc.

Dear Ms. Cox,

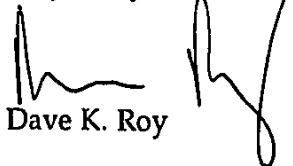
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*****70.00 *****70.00

I have enclosed the following items for the incorporation of the above referenced entity:

1. Articles of Incorporation for Environmental Cleaning Associates, Inc.,
2. Certificate of Designation of Registered Agent and Registered Office, and
3. Check #1549 in the amount of \$70.00 for the applicable filing fees.

Please stamp a copy of the articles and return them to my office. I do not require a "certified" copy. If you have any questions or need to speak with me for any reason, please feel free to call me at (800) 328-3769. Thank you in advance for your time and consideration.

Very Truly Yours,


Dave K. Roy

2843 S. Bayshore Dr.
Coconut Grove Dec 33/33

bc 9/18

ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL CLEANING ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I - NAME

The name of the corporation shall be ENVIRONMENTAL CLEANING ASSOCIATES, INC.
located at 2843 S. Bayshore Dr, Coconut Grove, FL 33133.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN MILLION (10,000,000) shares of common stock having a par value of \$.01 per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be

1615 Forum Place, Suite 300
West Palm Beach, Florida 33401

The initial Registered Agent for the corporation at that address is

Dave K. Roy, Esquire

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

ROSS KOTKIN
MICHAEL Z. WEST
NORMAN CANTER
STUART ZIMMERMAN

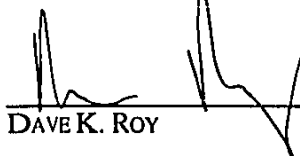
ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Dave K. Roy
1615 Forum Place, Suite 300
West Palm Beach, FL 33401

ARTICLE X INCORPORATOR

The undersigned incorporator executed these Articles of Incorporation on September 16, 1997.



DAVE K. ROY

Certificate of Designation Registered Agent and Registered Office

CORPORATION: Environmental Cleaning Associates, Inc.

REGISTERED AGENT:

**Dave K. Roy
1615 Forum Place, Suite 300
West Palm Beach FL 33401**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



DAVE K. ROY

Date: _____

9/16/97

Dave K. Roy FL Bar Member #0092551
1615 Forum Place, Suite 300
West Palm Beach FL 33401
561 -697-8700 • Fax 561 -697-3135

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