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Adrian Gabaldon, Attorney at Law

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(941) 967-3557

September 22, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Samuel B. Fennell, Inc.

100002301371--6
-09/23/97-01086--003
*****122.50 *****122.50

Gentlemen:

Enclosed is an Articles of Incorporation which I have prepared for Samuel B. Fennell, Inc., together with a check in the amount of \$122.50 to cover the cost of filing same.

The Designation and Acceptance of Registered Agent is on the last page of the Articles.

Very truly yours,

Adrian Gabaldon

Adrian Gabaldon

FILED
97 SEP 23 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AG:bh

Encs.

P.S. Please call me collect as soon as this has been filed and you have an identification number and date of filing.

Brenda
GIVE
AUTHORIZATION BY PHONE TO
CONTACT R.A. address
DATE 9/24/97
BY *me*

me 9/24/97

ARTICLES OF INCORPORATION

OF

SAMUEL B. FENNELL, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of the corporation shall be:

SAMUEL B. FENNELL, INC.

The address of the principal office of this corporation shall be 116 East Lake Avenue, Auburndale, Florida 33823, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall provide periodic cleaning services on waste water pump stations and may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$100.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 116 East Lake Avenue, Auburndale, Florida 33823; and the name of the initial registered agent of the corporation at that address is SAMUEL B. FENNELL.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The officers of the corporation shall consist of a President, Secretary and Treasurer. Other officers may be provided for in the Bylaws. The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Title	Names	Addresses
President	Samuel F. Fennell	111 Sevilla Street
Secretary		Auburndale, FL 33823
Treasurer		

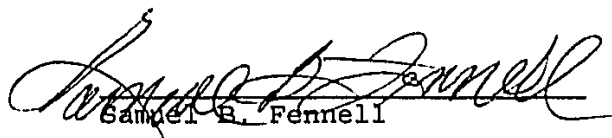
The manner in which the officers of this corporation are to be elected or appointed is as stated in the bylaws.

ARTICLE VII. INCORPORATORS

The names and addresses of the incorporators of these Articles are:

Names	Addresses
Samuel B. Fennell	111 Sevilla Street Auburndale, FL 33823

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 22nd day of September, 1997.


Samuel B. Fennell

STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared, SAMUEL B. FENNELL, to me well known and know to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS our hands and official seals on this 22 day of September, 1997.



Brenda Hancock
Notary Public
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

That SAMUEL B. FENNELL, INC., desiring to organizing under the laws of the State of Florida, with its principal office at 116 East Lake Avenue, Auburndale, Florida 33823, has named SAMUEL B. FENNELL, of 116 East Lake Ave., Auburndale, Florida 33823, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Samuel B. Fennell
Samuel B. Fennell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA