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May 22, 1997

EFFECTIVE DATE

1-1-98

FILED
DEC 19 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA US POST OFFICE EXPRESS MAIL

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

Re: Erosion Control Services, Inc.

500002377905--G
-12/19/97-01081-006
****122.50 ****122.50

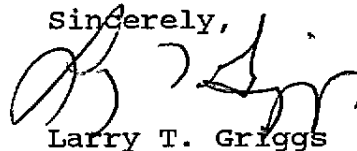
Gentlemen:

Enclosed herewith please find Articles of Incorporation of Erosion Control Services, Inc. and a check payable to the Secretary of State for the sum of \$122.50. Once the Articles are filed please mail me a certified copy.

Please note that corporation existence will commence on January 1, 1998 in accordance with Section 607.0123, Fla. Stat.

Please contact me if you have any questions or if I may be of further assistance.

Sincerely,


Larry T. Griggs

LTG/mjt

Enclosures: Articles of Inc.
Check

cc: D. Baker

P. Hall

DEC 22 1997

ARTICLES OF INCORPORATION
OF
EROSION CONTROL SERVICES, INC.

FILED

97 DEC 19 AM 9:33

The undersigned incorporator files these Articles of
Incorporation in order to form a corporation under the Florida
General Corporation Act.

EFFECTIVE DATE

1-1-98

ARTICLE I

NAME

The name of the corporation is "EROSION CONTROL SERVICES,
INC."

ARTICLE II

DURATION OF THE CORPORATION

This corporation shall exist perpetually unless dissolved
according to law.

ARTICLE III

CORPORATE PURPOSE

The purpose of this corporation is to engage in the industry
of environmentally sound erosion control and such other business
activities, including the ownership of real and personal property,
as are necessary and incidental to the operation of the business,
or any other lawful business.

ARTICLE IV

AUTHORIZED STOCK

The authorized stock of this corporation shall consist of 1000
common shares at \$1.00 par value per share.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the
mailing address of this corporation is to be at 2465 Deerwood Lane,
St. Augustine, Florida 32086.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

Denise J. Baker shall be the initial registered agent to accept service of process with this State and the initial registered office shall be 2465 Deerwood Lane, St. Augustine, Florida 32086.

ARTICLE VII

DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one (1) nor more than six (6). The name and address of the initial director who shall hold office until her successors are elected and have qualified are as follows:

Denise J. Baker
2465 Deerwood Lane
St. Augustine, Florida 32086

ARTICLE VIII

INDEMNIFICATION

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising

out of his or her own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the board of directors, who shall be shareholders of the corporation but not officers or directors, and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

ARTICLE IX

AMENDMENTS

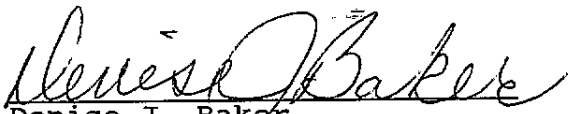
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to votes thereon, manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE X

CORPORATE COMMENCEMENT

Corporate existence shall commence on January 1, 1998.

IN WITNESS WHEREOF, I have hereto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18th day of December, 1997.


Denise J. Baker

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Denise J. Baker, having been named as registered agent of EROSION CONTROL SERVICES, INC. to accept service of process for the above-stated corporation at the place designated in this certificate, 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 and I accept the duties and I am familiar with and accept the duties and obligations of registered agent for said corporation pursuant to F.S. 607.0501(3).

DATED this 18th day of December, 1997.

Denise J. Baker
Denise J. Baker
Registered Agent
2465 Deerwood Lane
St. Augustine, FL 32086

FILED
97 DEC 19 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 18th day of December, 1997 by DENISE J. BAKER, Registered Agent of EROSION CONTROL SERVICES, INC., on behalf of the corporation. She is personally known to me or has produced a Florida Drivers License as identification and did take an oath.

Amy Morrill
Notary Public
State of Florida at Large
My commission expires: _____

