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03/23/98-01040-002

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

February 16, 1998

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

Re: Environmental Equipment & Services, Inc.

Gentlemen:

Enclosed for filing please find an original and one copy of the above-named corporate Articles of Incorporation and Designation of Registered Agent, together with a check, payable to your order in the amount of \$70.00. Please file the original and return a stamped copy to me. Thank you.

Sincerely yours,

Terry L. Carbonell

TERRY L. CARBONELL
Attorney at Law

TLC/nm

F. CHESSE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

ENVIRONMENTAL EQUIPMENT & SERVICES, INC.

The undersigned hereby petitions for the formation of a corporation under the Laws of the State of Florida, with and under the following charter:

ARTICLE I

The name of the corporation shall be **ENVIRONMENTAL EQUIPMENT & SERVICES, INC.**

ARTICLE II

The general nature of the business to be transacted shall be to conduct environmental equipment leasing and to otherwise engage in any activity or business permitted under the Laws of the United States of America and this State.

ARTICLE III

The authorized capital stock of this corporation shall consist of 100 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On the dissolution or liquidation of the corporation, the holders of stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The business and property of the corporation shall be managed by a Board of Directors consisting of one or more members as may be provided by the By-Laws.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of these Articles, the By-Laws of this corporation and the Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified are as follows:

DENNIS EISENHOUR

President
Sec/Treas
Director

10754 Clydesdale Dr. E
Jacksonville, FL 32257

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TALLAHASSEE, FLORIDA

MIKE MALEVAN

Vice President

8701 Hampshire Glen Dr. S
Jacksonville, FL 32256

ARTICLE VII

The Registered Agent for the purposes of complying with Florida Law shall be MIKE MALEVAN and the registered post office address shall be 5111-6 Baymeadows Rd., Suite 167, Jacksonville, FL 32217-4899.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or Board of Directors shall be 5111-6 Baymeadows Rd., Suite 167, Jacksonville, FL 32217-4899, and branch offices may be maintained at such places in the State of Florida, and in the United States of America and foreign countries as may from time to time be authorized by the stockholders or Board of Directors of this corporation.

ARTICLE IX

The names and post office addresses of the Subscribers of these Articles of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said subscriber of these Articles of Incorporation are as follows:

MIKE MALEVAN


8701 Hampshire Glen Dr. S
Jacksonville, FL 32256

100 shares

ARTICLE X

The regulations of conduct of the affairs of this corporation, the issuance of certificates of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hands and seals in the City of Jacksonville, County of Duval, State of Florida, this 27 day of February, 1998.

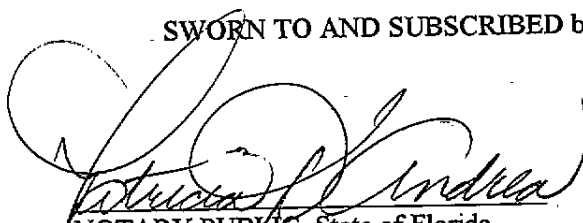
 (SEAL)
MIKE MALEVAN

STATE OF FLORIDA)

) ss:
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, MIKE MALEVAN, (ID used: Florida Drivers License) to me well known and known by me to be the person who executed the foregoing Articles of Incorporation of **ENVIRONMENTAL EQUIPMENT & SERVICES, INC.**, and they acknowledge before me that they have executed the same for the purposes therein set forth.

SWORN TO AND SUBSCRIBED before me this 22th day of February, 1998.


NOTARY PUBLIC, State of Florida



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

* * * * *

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That **ENVIRONMENTAL EQUIPMENT & SERVICES, INC.** desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 5111-6 Baymeadows Rd, Suite 167, City of Jacksonville, County of Duval, State of Florida, has named **MIKE MALEVAN**, 5111-6 Baymeadows Rd, Suite 167, Jacksonville, FL 32217-4899 as its agent to accept service of process within the State.

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

By: Mike Maleev
MIKE MALEVAN
Registered Agent

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TALLAHASSEE, FLORIDA