

05/19/98 TUE 14:41 FAX 561 655 5677

GUNSTER YOAKLEY VALDES F

001

P980000 45162

5/19/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:26 PM

((H98000009423 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH) ACCT#: 076117000420

CONTACT: SHERI MILLER

PHONE: (561)650-0707

FAX #: (561)655-5677

NAME: PHASE I SITE ASSESSMENTS, INC.

AUDIT NUMBER.....H98000009423

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 6

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

APPROVED
AND
FILED
98 MAY 19 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROOK MAY 19 1998

H98000009423

**ARTICLES OF INCORPORATION
OF
PHASE I SITE ASSESSMENTS, INC..**

Article I

Name

The name of the corporation is Phase I Site Assessments, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business and mailing address of the corporation shall be:

1453 N.E. South Street
Jensen Beach, FL 34957

Michael V. Mitrione, Esq.
FL BAR # 0294551
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Dr., Suite 500E
West Palm Beach, FL 33401
(561) 655-1980

H98000009423

APPROVED,
AND
FILED
98 MAY 19 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98 000009423

Article V

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$0.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1453 N.E. South Street, Jensen Beach, FL 34957 and the name of its registered agent at such address is Daniel P. Carmody. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Daniel P. Carmody	1453 N.E. South Street Jensen Beach, FL 34957
-------------------	--

Article VIII

Incorporator

The name and address of the person signing these Articles is:

Daniel P. Carmody	1453 N.E. South Street Jensen Beach, FL 34957
-------------------	--

H9800009423

Article IX**Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X**Indemnification**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall

H98000009423

be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agent shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

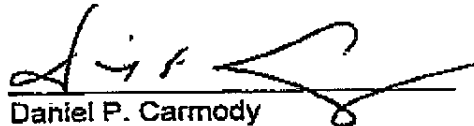
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

H98000009423

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.


Daniel P. Carmody
Incorporator

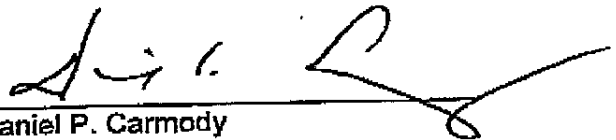
DATED: May 19, 1998

H98000009423

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Phase I Site Assessments, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


Daniel P. Carmody

346553.1

APPROVED
AND
FILED
98 MAY 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA