

LAW OFFICES OF
DAVID W. GRIFFIN, P.A.
ATTORNEY AND COUNSELOR AT LAW
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565 SOUTH DUNCAN AVENUE
CLEARWATER, FLORIDA
33756

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P98000046045

May 15, 1998

via UPS Overnight 5/18/98

409 East Gaines Street
Tallahassee, FL 32399

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-05/19/98--01060--008
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RE: CPN ENVIRONMENTAL GROUP, INC.
27,210

Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above referenced corporation, along with our trust account check in the amount of \$122.50 for filing.

Thank you for your usual courtesy and prompt attention to this corporation. If you have any questions or need additional information, please call.

Sincerely,


DAVID W. GRIFFIN

ljj/enc.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE UNDERSIGNED, hereby makes, executes and adopts the following Articles of Incorporation:

ARTICLE I. NAME. The name of this Corporation shall be:

CPN ENVIRONMENTAL GROUP, INC.

ARTICLE II. GENERAL NATURE OF BUSINESS. The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, as follows:

1. Inspection and maintenance of pipeline.
2. To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interests in lands, and any buildings or other structures, at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.
3. To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in equipping, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other

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evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporation indebtedness as required.

5. To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same.

6. To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

7. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

8. To pay pensions and establish and carry out pension plans, profit-sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

9. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his/her death shares of its stock owned by the shareholder, or by the spouse or children of the shareholder.

10. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

11. To have and exercise all powers necessary or convenient to effect its purposes. The

intention is that none of the objects and powers as herein above set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III. CAPITAL STOCK. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having \$1.00 par value per share. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV. TERM OF EXISTENCE. This Corporation shall have perpetual existence.

ARTICLE V. ADDRESS OF CORPORATION. The initial address of the principal office of this Corporation is:

795 7th Street South, Safety Harbor, Florida 34695.

The Board of Directors may, from time to time, designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI. DIRECTOR(S). The Corporation shall have three (3) directors initially, but the number may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTOR(S). The names and addresses of the Directors who shall hold office until a successor or successors are elected and have qualified, are as follows:

JOSEPH A. SEPION, 795 7th Street South, Safety Harbor, Florida 34695.

CHRIS J. SCHRADER, 795 7th Street South, Safety Harbor, Florida 34695.

KATHLEEN A. SCHRADER, 795 7th Street South, Safety Harbor, Florida 34695.

ARTICLE VIII. INCORPORATORS. The names and addresses of the Incorporators of these

Articles of Incorporation are as follows:

JOSEPH A. SEPION, 795 7th Street South, Safety Harbor, Florida 34695.
CHRIS J. SCHRADER, 795 7th Street South, Safety Harbor, Florida 34695.
KATHLEEN A. SCHRADER, 795 7th Street South, Safety Harbor, Florida 34695.

ARTICLE IX. INITIAL OFFICERS. The names and addresses of the officers of the Corporation, who shall hold office until successors are elected and have qualified, are as follows:

JOSEPH A. SEPION - President, Treasurer, Director
795 7th Street South, Safety Harbor, Florida 34695.

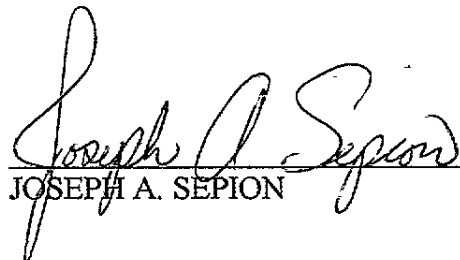
CHRIS J. SCHRADER - Vice President, Director
795 7th Street South, Safety Harbor, Florida 34695.

KATHLEEN A. SCHRADER - Secretary, Director
795 7th Street South, Safety Harbor, Florida 34695.

ARTICLE X. REGISTERED AGENT AND REGISTERED ADDRESS OF REGISTERED AGENT. The registered agent and registered address of the registered agent of the Corporation shall be: JOSEPH A. SEPION, 795 7th Street South, Safety Harbor, Florida 34695.

ARTICLE XI. AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be proposed by the Board of Directors to the stockholders, and approved by the stockholders at a meeting of the stockholders, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be made.

IN WITNESS WHEREOF, THE UNDERSIGNED, as Incorporators of the foregoing Articles of Incorporation, have executed them this 15th day of May, 1998 for the uses and purposes therein set forth.

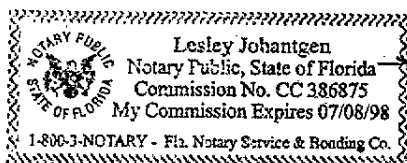

JOSEPH A. SEPION

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 15th day of May, 1998, personally appeared before me, JOSEPH A. SEPION as Incorporator of CPN ENVIRONMENTAL GROUP, INC., who is personally known to me or who has produced Driver's License or other picture I.D. as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

My Commission Expires:

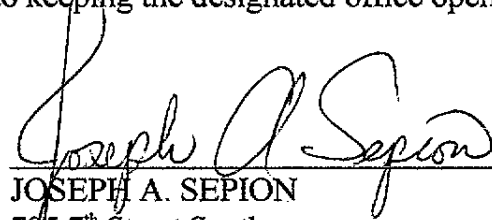


Lesley Johantgen
LESLEY JOHANTGEN, Notary Public

CONSENT BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of the Florida law relative to keeping the designated office open.

Dated: May 15, 1998



JOSEPH A. SEPION
795 7th Street South
Safety Harbor, Florida 34695

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