

P 98000057872

June 17, 1998

Division of Corporations
New Filings
Post Office Box 6327
Tallahassee, Florida 32314

New Filing: Environmental Laboratory Solutions, Inc.

Dear Officials:

Please find enclosed the required fee of Seventy dollars along with the appropriate paperwork to file a Corporation. Please return the enclosed copy stamped with the date and time as filed with the State of Florida.

Sincerely,

William L. Holderfield
William L. Holderfield

*6314 Corporate Ct.
Suite C*

St. Myers, Fl 323919

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-06/19/98--01135--002
*****70.00 *****70.00

FILED
98 JUN 29 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*198-14238
BR 6/29/98*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 22, 1998

WILLIAM L HOLDERFIELD
6314 CORPORATE CT., STE. C
FORT MYERS, FL 33919

SUBJECT: ENVIRONMENTAL LABORATORY SOLUTIONS, INC.
Ref. Number: W98000014238

We have received your document for ENVIRONMENTAL LABORATORY SOLUTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

PLEASE CORRECT ARTICLE X BY ADDING REGISTERED AGENTS NAME.,

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 498A00034226

06/26/1998

Dear Ms. Brock:

Please review documents enclosed have been amended per your request, and have been signed as well. Thank you for your help upon this matter!!!!

Sincerely,

William L. Holderfield, President
William L. Holderfield

ARTICLES OF INCORPORATION
OF

Environmental Laboratory Solutions, Inc.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Environmental Laboratory Solutions, Inc.

ARTICLE II

The general nature of the business, and the objects and purposes to be transacted and carried on, are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could to, viz., the corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida and shall possess all of the powers granted corporations under the provisions of Chapter 607, Florida Statutes.

ARTICLE III

The authorized capital stock of this corporation shall be 600 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall be \$ 600.00

ARTICLE V

This corporation shall commence upon compliance with the requirements of Florida Law, and its existence shall be perpetual.

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TALLAHASSEE, FLORIDA

ARTICLE VI

The names and post office addresses of the subscribers to the Certificate of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
William L. Holderfield	6314 Corporate Ct, Ste C Fort Myers, Fl. 33919
Phillip M. Mould	6314 Corporate Ct, Ste C Fort Myers, Fl. 33919
Bob Hill	6314 Corporate Ct, Ste C Fort Myers, Fl. 33919
Jack Carver	6314 Corporate Ct, Ste C Fort Myers, Fl. 33919
Don Wilshe	6314 Corporate Ct, Ste C Fort Myers, Fl. 33919
R. Alan Welch	6314 Corporate Ct, Ste C Fort Myers, Fl. 33919

The subscribers are over the age of eighteen years and are residents of the State of Florida.

ARTICLE VII

The name and street address of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation or unit successors are elected or appointed pursuant to the By-Laws of this corporation, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William L. Holderfield	6314 Corporate Ct, Ste C Fort Myers, Fl. 33919
Phillip M. Mould	6314 Corporate Ct, Ste C Fort Myers, Fl. 33919
Bob Hill	6314 Corporate Ct, Ste C Fort Myers, Fl. 33919
Jack Carver	6314 Corporate Ct, Ste C Fort Myers, Fl. 33919

Don Wilshe

6314 Corporate Ct, Ste C
Fort Myers, Fl. 33919

R. Alan Welch

6314 Corporate Ct, Ste C
Fort Myers, Fl. 33919

ARTICLE VIII

The corporation shall be governed by a Board of not less than 1 (One) nor more than 7 (Seven) directors, with the exact number to be established by the By-Laws.

ARTICLE IX

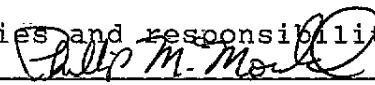
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the Stockholders entitled to vote thereon, unless all manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

In pursuance of Section 49.091, Florida Statutes, the following is submitted in compliance with said act:

That Environmental Laboratory Solutions, Inc., desiring to organize under the Laws of the State of Florida, with its registered office at 6314 Corporate Court, Suite C, Fort Myers, Florida, 33919, as its agent to accept service of process within this State.

The principal place of business is 6314 Corporate Court, Suite C, Fort Myers, Florida, 33919.

I hereby am familiar with and accept the duties and responsibilities of Registered Agent. Name: Phillip M. Mould, 

ARTICLE XI

Registered Agent

6314 Corporate Court, "C"

No director or officer shall be liable to the Fort Myers, FL 33919 corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except with respect to:

(1) A breach of the director's or officer's duty of loyalty at the corporation or its stockholders, derived an improper personal benefit.

(2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of Law.

(3) Liability under Section 607.144 of the Florida General Corporation Law, or

(4) A transaction from which the director or officer derived an improper personal benefit. The corporation shall indemnify to the fullest extent permitted by Section 607.014 of the Florida General Corporation Act, as amended from time to time, each person that such Section grants the corporation the power to indemnify.

ARTICLE XII

By-Laws:

The By-Laws shall be adopted at the initial stockholders meeting of the Corporation and said By-Laws may be changed by a majority of shares at any annual or special meeting of the shareholders.

Executed by the undersigned this 28th Day of May, 1998.

William L. Holderfield
William L. Holderfield

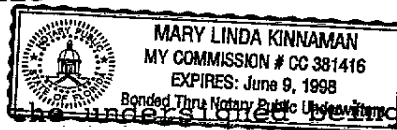
State of Florida]
County of Lee]

Before me, the undersigned authority, personally appeared Mr. William L. Holderfield, to me well known and known to me to be the person who first being duly sworn by me, deposes and acknowledges before me that he executed the foregoing Articles of Incorporation.

SWORN AND SUBSCRIBED TO before me this 28th Day of May, 1998.

Mary Linda Kinnaman
Notary Public

My Commission Expires:



Acceptance by Registered Agent, the person named as the initial registered agent of Environmental Laboratory Solutions, Inc., hereby accepts such designation and agrees to serve.

Dated this 28th Day of May, 1998.

Phillip M. Mould
Phillip M. Mould

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TALLAHASSEE, FLORIDA