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August 6, 1998

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

Re: Articles of Incorporation
ETSG, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation and Appointment of Registered Agent for ETSG, Inc. I have also enclosed the sum of \$122.50 as the filing fee. Please return to the address above when the documents have been filed. Thank you for your assistance in this matter.

Sincerely,



Richard A. Heller
Attorney At Law

RAH/dmk

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 10 AM 8:16

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**ARTICLES OF INCORPORATION
OF
ETSG, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME: The name of this corporation shall be **ETSG, INC.**

ARTICLE II

DURATION: The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE: The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The nature of the business is that of Environmental Consulting Services.

ARTICLE IV

CAPITAL STOCK: The aggregate number of shares that the corporation has authority to issue is One Thousand (1,000) all of which shall be common shares with par value of ONE DOLLAR (\$1.00).

ARTICLE V

REGISTERED OFFICE: The street address of the initial registered office of the corporation is:

**2180 Park Avenue North, Suite 110
Winter Park, FL 32789**

The name of the initial registered agent at that address is:

JOHN C. KOLOJESKI

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VI

DIRECTORS: The corporation shall have one (2) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted, but shall never be less than one (1).

The name and address of the initial directors are:

**JOHN C. KOLOJESKI
774 Maryland Avenue
Winter Park, FL 32789**

**WILLIAM L. AMT
15900 Acorn Circle
Tavares, FL 32778**

ARTICLE VII

INCORPORATOR(S): The names and addresses of the persons signing these Articles of Incorporation as the incorporators are:

**JOHN C. KOLOJESKI
774 Maryland Avenue
Winter Park, FL 32789**

**WILLIAM L. AMT
15900 Acorn Circle
Tavares, FL 32778**

ARTICLE VIII

PRINCIPAL PLACE OF BUSINESS: The principal place of business of the corporation is:

**2180 Park Avenue North, Suite 110
Winter Park, FL 32789**

ARTICLE IX

COMMENCEMENT OF EXISTENCE: The corporation shall commence its existence on the date chartered by the State of Florida.

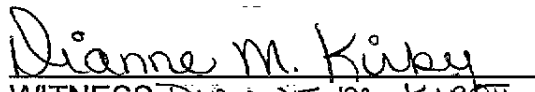
ARTICLE X

AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be proposed by a majority of the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereof, unless all the stockholders sign a written statement manifesting their intention that certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this 6th day of August, 1998.

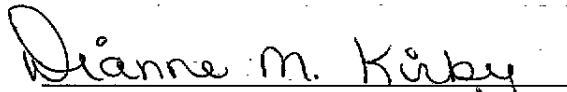

WITNESS RICHARD A. HELLER


JOHN C. KOLOJESKI


WITNESS DIANNE M. KIRBY


WITNESS RICHARD A. HELLER


WILLIAM E. AMT


WITNESS DIANNE M. KIRBY

APPOINTMENT OF REGISTERED AGENT

OF

ETSG, INC.

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DIVISION OF CORPORATIONS
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In pursuance of Chapter 48.091, Florida Statutes, the above named corporation submits the following in compliance with said Act:

That the above named corporation desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named the following individual at the following address as its agent to accept services of process within the State of Florida:

JOHN C. KOLOJESKI
2180 Park Avenue North, Suite 110
Winter Park, FL 32789

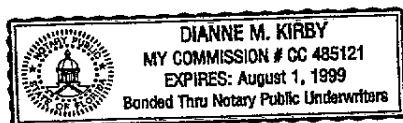
ACKNOWLEDGMENT:

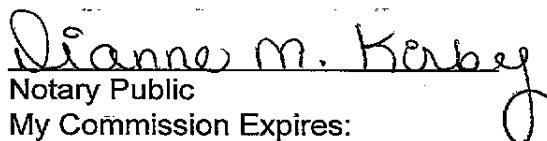
Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



JOHN C. KOLOJESKI

SWORN TO AND SUBSCRIBED BEFORE ME this 6th day of August, 1998, by **JOHN C. KOLOJESKI**, who produced a valid state of Florida driver's license as identification.





Notary Public
My Commission Expires: