

TRANSMITTAL LETTER

TO:

SUBJECT:

Division of Corporations

XL Environmental, Inc  
(Name of Corporation)

Dear Sir or Madam:

The enclosed Articles of Incorporation and check are submitted to register the above referenced for profit corporation to conduct it's affairs in Florida.

Please return all correspondence concerning this matter to the following:

Tim Schweizer

(Name of Person)

Tim Schweizer  
1600 W. New Hampshire Avenue  
Orlando, Florida 32804

9000002634019--1  
-09/08/98--01099--006  
\*\*\*\*\*85.00 \*\*\*\*\*85.00

For further information concerning this matter, please call

Tim Schweizer

(407) 855-3400

(Area Code and Daytime Number)

COURIER ADDRESS:

Division of Corporations  
409 E. Gaines St.  
Tallahassee, Fl. 32399

MAILING ADDRESS:

Division of Corporations  
P. O. Box 6327  
Tallahassee, Fl. 32314

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
XL Environmental, Inc.**

**ARTICLE ONE**

The name of the corporation is XL Environmental, Inc.

**ARTICLE TWO**

The period of its duration is perpetual.

**ARTICLE THREE**

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

**ARTICLE FOUR**

The aggregate number of shares which the corporation shall have authority to issue is 1000 shares of common stock with no par value.

**ARTICLE FIVE**

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$100, consisting of cash.

**ARTICLE SIX**

The street address of its initial office is 1600 W. New Hampshire Avenue, Orlando Florida. 32804

**ARTICLE SEVEN**

The street address of its initial registered office is 1600 W. New Hampshire Avenue, The registered office is Orlando, Florida. 32804, and the name of its initial registered agent at such address is Tim Schweizer.

**ARTICLE EIGHT**

The number of directors constituting the initial board of directors is 1, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Tim Schweizer  
1600 W. New Hampshire Avenue  
Florida, 32804.

**ARTICLE NINE**

The initial officers of the corporation, and the names and addresses of the person or persons who are to serve as officers until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Tim Schweizer  
1600 W. New Hampshire Avenue  
Orlando, Fl. 32804

**ARTICLE TEN**

The Board of Directors is not empowered to make, alter or repeal the Bylaws of the Corporation without consent of the shareholders. The initial bylaws of the corporation are attached hereto and incorporated into these Articles by reference.

**ARTICLE ELEVEN**

The powers of the incorporators cease upon filing of the Articles of Incorporation.

**ARTICLE THIRTEEN**

The name and address of each incorporator is:

Tim Schweizer  
1600 W. New Hampshire Avenue  
Orlando, Florida 32804

August 27, 1998

  
\_\_\_\_\_  
Incorporator

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TALLAHASSEE, FLORIDA

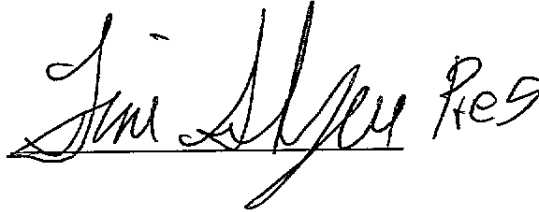
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the company is XL Environmental, Inc.
2. The name and address of the registered agent and office is:

Tim Schweizer  
1600 W. New Hampshire Avenue  
Orlando, Florida 32804

Signature:

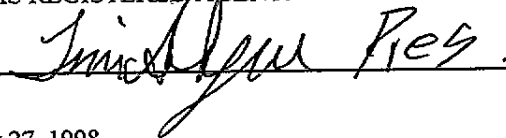


Title:

Date: August 27, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:



Date: August 27, 1998

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