

TRANSMITTAL LETTER

P98000083462

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

SUBJECT: ENVIRODIVE, Inc.
(Proposed corporate name - must include suffix)

100002649541--5
-09/28/98-01003-006
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JILL K. POWERS
Name (Printed or typed)

3956 Town Center Blvd. #253
Address

Orlando, FL 32837
City, State & Zip

407-342-9635
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 28 AM 10:03

NOTE: Please provide the original and one copy of the articles.

SEP 28 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 28 AM 10:04

ARTICLES OF INCORPORATION
OF
ENVIRODIVE, Inc.

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

ENVIRODIVE, Inc.

ARTICLE II - Principle Office And Mailing Address

The mailing address of the Corporation is 3956 Town Center Blvd. #253, Orlando FL 32837. The principal office of the Corporation is 14712 Eagles Crossing Drive, Orlando, FL 32837.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative Association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

- A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.001 per share.
- B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the filing date of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 14712 Eagles Crossing Drive, Orlando, FL 32837 and the name of the initial registered agent of this Corporation at that address is Jill K. Powers.

ARTICLE VII - Directors

- A. The initial number of Directors of this Corporation shall be one.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors as such, shall receive compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation, or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Jill K. Powers	14712 Eagles Crossing Drive Orlando, FL 32837

- F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.
- G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and address of the incorporator signing these ARTICLES is:

<u>Name</u>	<u>Street Address</u>
Jill K. Powers	14712 Eagles Crossing Drive Orlando, FL 32837

The incorporator of this Corporation assigns to this Corporation her rights under Section 607.0201, Florida Statutes to constitute a corporation, and she assigns to those persons designated by the Board of Directors any rights she may have as incorporator to acquire any of the capital stock of the Corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X -- Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statute Section 607.0901 dealing with affiliated transactions.

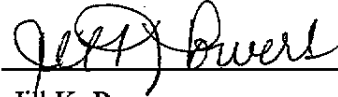
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd Day of September, 1998.



Jill K. Powers

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of ENVIRODIVE, Inc.



Jill K. Powers

Date: September 22, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 28 AM 10:04