

12/08/98 TUE 14:31 FAX 1 407 423 4495

LOWNDES DROSDICK

001

P98000091348

12/08/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

11:08 AM

((H98000022795 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KAREN L DIDEA

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: GIRARD ENVIRONMENTAL SERVICES, INC.

AUDIT NUMBER.....H98000022795

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 PAGES..... 2

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$43.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ATTORNEY: 427

CLIENT: 073015

MATTER: 62974

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,  
December 8, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

GAIL S. ANDRE

Direct Dial: 407/418-6203

RECEIVED

53 DEC -8 PM 3:16

DIVISION OF CORPORATIONS

FILED  
98 DEC -8 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Amended  
Restated  
Articles  
12-8-98 DC

12/08/98 TUE 11:09 FAX 1 407 423 4495

LOWNDES DROSDICK

001

12/08/98 FLORIDA DIVISION OF CORPORATIONS 11:08 AM  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H98000022795 2)))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036  
CONTACT: KAREN L DIDEA  
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: GIRARD ENVIRONMENTAL SERVICES, INC.

AUDIT NUMBER.....H98000022795

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 PAGES..... 2

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$43.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ATTORNEY: 427

CLIENT: 073015

MATTER: 62974

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,  
December 8, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

GAIL S. ANDRE  
Direct Dial: 407/418-6203

RECEIVED  
90 DEC -8 11:11:29  
DIVISION OF CORPORATIONS

(850)487-6013 12/08/98 12:54 Florida Department D1 /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 8, 1998

GIRARD ENVIRONMENTAL SERVICES, INC.  
106 ASPEN PLACE  
LONGWOOD, FL 32750

SUBJECT: GIRARD ENVIRONMENTAL SERVICES, INC.  
REF: P98000091348

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return 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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: B98000022795  
Letter Number: 898A00057924

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF GIRARD ENVIRONMENTAL SERVICES, INC.**

**FILED**  
98 DEC -8 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of GIRARD ENVIRONMENTAL SERVICES, INC., a Florida corporation (the "Corporation"), were filed on October 27, 1998, and assigned Charter No. P98000091348.

The sole Director of the Corporation has resolved in a Written Consent to Action of Sole Director Taken in Lieu of a Special Meeting dated December 7, 1998, that the Corporation's Articles of Incorporation be amended and restated in accordance with the Corporation's Articles of Incorporation and the provisions of Sections 607.1002 and 607.1007 of the Florida Business Corporation Act, to read as follows:

**ARTICLE I - NAME**

The name of this corporation is GIRARD ENVIRONMENTAL SERVICES, INC.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office and the mailing address of the corporation shall be 428 Sand Pebble Cove, Longwood, Florida 32750.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE CENT (\$0.01) par value common stock.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation shall be 428 Sand Pebble Cove, Longwood, Florida 32750, and the name of the registered agent of this corporation at that address is William R. Girard.

This document was prepared by:

James J. Hector

Florida Bar Number: 865494

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

H98000022795

H98000022795

ARTICLE V - BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the sole director of the corporation are as follows:

William R. Girard

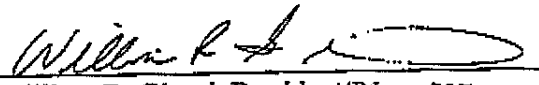
428 Sand Pebble Cove  
Longwood, Florida 32750ARTICLE VI - INCORPORATOR

The name and address of the person signing these Amended and Restated Articles of Incorporation are as follows:

William R. Girard

428 Sand Pebble Cove  
Longwood, Florida 32750

IN WITNESS WHEREOF, the President of the Corporation has executed these Amended and Restated Articles of Incorporation this 7 day of December, 1998.

  
William R. Girard, President/DirectorACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Girard Environmental Services, Inc.

  
William R. Girard, Registered Agent

SHAREHOLDER APPROVAL IS NOT REQUIRED.