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AW OFFICE
GREGG H. GLICKSTEIN, P.A.

54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432

GREGG H. GLICKSTEIN
ATTORNEY AT LAW

PHONE: (561) 361-9600
FAX: (561) 361-9770

January 20, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-01/22/99--01041--012
*****78.75 *****78.75

RE: TOP BRANCH ENVIRONMENTAL SERVICES, INC.

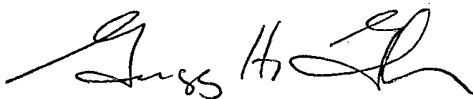
Ladies and Gentlemen:

Enclosed please find an original Articles of Incorporation for TOP BRANCH ENVIRONMENTAL SERVICES, INC. for filing. Also enclosed is a check in the sum of \$78.75, in payment of the filing fee and cost of obtaining a certified copy of the articles of incorporation.

Kindly file the Articles of Incorporation and return a conformed copy to the undersigned.

Very truly yours,

GREGG H. GLICKSTEIN, P.A.

By: 
Gregg H. Glickstein, Esquire

Enclosures

FILED
99 JAN 22 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-1/27/99

ARTICLES OF INCORPORATION
OF
TOP BRANCH ENVIRONMENTAL SERVICES, INC.

FILED
99 JAN 22 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is TOP BRANCH ENVIRONMENTAL SERVICES, INC.

ARTICLE II
PURPOSE

This corporation is organized for the following purposes:

1. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V
INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 9437 State Road 7, Boynton Beach, Florida 33437. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

ANDREW SOOWAL
9437 State Road 7
Boynton Beach, Florida 33437

LOIS SOOWAL
9437 State Road 7
Boynton Beach, Florida 33437

ARTICLE VII
RESTRICTIONS ON TRANSFER OF STOCK

No common stock shall be sold or otherwise transferred by any stockholder to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

The price and terms of which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE VIII
AMENDMENT

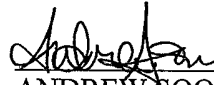
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles is:

ANDREW SOOWAL
9437 State Road 7
Boynton Beach, Florida 33437

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of November, 1998.



ANDREW SOOWAL

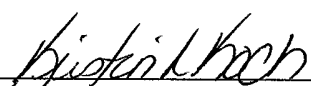
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24 day of November, 1998, by ANDREW SOOWAL, who is personally known to me or who has produced N/A as identification and who did take an oath.

(Notarial Seal)




Notary Public, State of Florida

Print Name: Kristin L. Koch

Serial No.: CC 766727

My Commission Expires: 9-15-02

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance therewith:

First: That TOP BRANCH ENVIRONMENTAL SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the city of Boynton Beach, County of Palm Beach, State of Florida has named ANDREW SOOWAL, located at 9437 State Road 7, Boynton Beach, Florida 33437, as its agent to accept service of process within this State at that address.

ACKNOWLEDGMENT: Having been named to accept service of process for the above-stated 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 authority relative to keeping open said office.

BY: 

ANDREW SOOWAL
(Registered Agent)

FILED
99 JAN 22 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA