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April 26, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

100002854951--6
-04/28/99-01064-010
122.50 **78.75

Re: HILL'S ENVIRONMENTAL SERVICES, INC.

Ladies and Gentlemen:

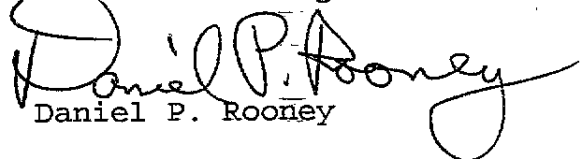
Enclosed herewith in connection with the above referenced matter, please find Articles of Incorporation and Designation of Registered Agent, to be filed with your office, together with my check payable to your order in the amount of \$122.50 to be allocated as follows:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	52.50
	\$ 122.50

Please forward certified copy to this office, via the enclosed envelope.

Thanking you in advance for you assistance, I am,

With Kindest Regards,


Daniel P. Rooney

FILED
99 APR 28 PM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BARON

MAY 3 - 1999

ARTICLES OF INCORPORATION
OF
HILL'S ENVIRONMENTAL SERVICES, INC.

FILED
99 APR 28 PM 2:29
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of this corporation pursuant to Chapter 607 of the Florida Statutes hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be HILL'S ENVIRONMENTAL SERVICES, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation shall exist perpetually commencing such existence upon the filing of these Articles.

ARTICLE III - GENERAL PURPOSE

The general purpose of which this corporation is organized shall be:

(1) To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

(2) It is intended that this corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however,

and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be at 3870 Richardson Road, Haines City, FL 33844. The initial street address of the registered office of this corporation in the State of Florida will be 3870 Richardson Road, Haines City, FL 33844. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is T. WAYNE HILL. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be one (1).

B. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders, but

C. The name and street address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>
T. WAYNE HILL	3870 Richardson Road Haines City, FL 33844

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Street Address</u>
T. WAYNE HILL	3870 Richardson Road Haines City, FL 33844


ARTICLE VII - AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any registered agent, officer, director or incorporator, or any former registered agent, officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Haven, Florida, this 26 day of April, 1999.

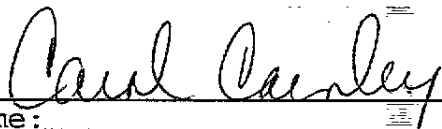


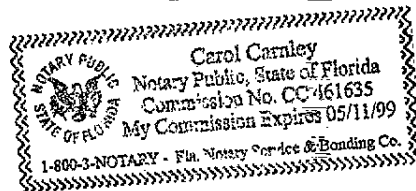
T. WAYNE HILL

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared T. WAYNE HILL, known to me to be the individual described in () or who provided the following identification () and who executed the foregoing Articles of Incorporation, and he/she acknowledged that he/she subscribed the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of April, 1999.


Name: _____
Notary Public - State of Florida
Commission No. _____
My commission expires _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 607 and Section 48.091, Florida
Statutes, the following is submitted, in compliance with the Act:

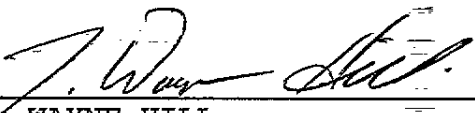
FIRST -- That HILL'S ENVIRONMENTAL SERVICES, INC., desiring
to organize under the laws of the State of Florida, with its
principal office, as indicated in the Articles of Incorporation,
in the City of Winter Haven, State of Florida, has named T. WAYNE
HILL as its registered agent to accept service of Process within
this State.

SECOND -- That HILL'S ENVIRONMENTAL SERVICES, INC.'s
registered agent shall maintain his office for service of process
within this state at the following street address:

3870 Richardson Road
Haines City, FL 33844

in the County of Polk, State of Florida.

Having been named as Registered Agent for the above stated
Corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, I acknowledge that I am
familiar with and accept the obligations provided by Florida
Statute Section 607.0501 (1997) and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.


T. WAYNE HILL

Date: 4-26-99

FILED

99 APR 28 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA