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FEDERAL BUREAU OF INVESTIGATION
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ARTICLES OF INCORPORATION
OF
KIMMINS REINCORPORATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name of the corporation (hereinafter called the "Corporation") is Kimmins Reincorporation, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 1501 Second Avenue, East, Tampa, Florida 33607.

The mailing address, wherever located, of the corporation is 1501 Second Avenue, East, Tampa, Florida 33607.

THIRD: (a) The total number of shares of capital stock which the Corporation shall have authority to issue is Thirty-Two Million Five Hundred Thousand (32,500,000) shares of Class A Stock, par value \$.001 per share, Ten Million (10,000,000) shares of Class B Common Stock, par value \$.001 per share, and One Million (1,000,000) shares of Preferred Stock, par value of \$.001 per share.

(b) The rights, preferences and limitations of each class of stock of the Corporation, as defined above, are set forth as follows:

I. Class A Stock and Class B Common Stock

1. In General. The Class A Stock and the Class B Common Stock shall be of equal rank and shall be identical in all respects with the same powers, preferences and rights, and the same qualifications, limitations or restrictions thereof, except as otherwise specifically provided in the Articles of Incorporation of the Corporation or any amendment thereto.

2. Voting. The holders of Class A Stock and Class B Common Stock shall each be entitled to one vote for each share held of record on all matters to be voted on by stockholders, and the Class A Stock and Class B Common Stock shall vote together as one class, except as otherwise provided by law. All voting shall be on a non-cumulative basis. Each time that the Conversion Rate, as such term is defined in Section 5 hereof, is adjusted, the number of votes which a single share of Class B Common Stock is entitled or will be entitled to cast, upon issuance thereof, shall be similarly adjusted (rounded to the next higher whole number of votes).

3. Dividends. Subject to provisions of law and the rights of the Preferred Stock and any other class or series of stock having a preference over the Class A Stock then outstanding, cash dividends may be paid on the Class A Stock as may be declared from time to time by the Board of Directors, in its discretion, from funds legally available therefor. No cash dividends, however, may be declared on the Class B Common Stock. Any dividends issued in the form of stock or distributions of assets, tangible or intangible, would also be issued at the same rate on the Class B Common Stock as the Class A Stock.

4. Liquidation and Dissolution. In the event of any dissolution, liquidation or winding-up of the affairs of the Corporation, after payment or provisions for payment of the debts and other liabilities of the Corporation, and after payment or distribution to the holders of Preferred Stock of the full amount to which they are entitled, the remaining assets of the Corporation shall be distributed among the holders of Class A Stock and the Class B Common Stock in one or more steps which shall constitute, in the aggregate, a single distribution in accordance with the following (the "Liquidation Preference"):

(a) First the holders of Class A Stock shall be entitled to receive the sum of nine dollars (\$9.00) per share; and

(b) Next, the holders of the Class B Common Stock shall be entitled to receive the sum of nine dollars (\$9.00) per share; and

(c) Last, the balance of the remaining assets shall be distributed among the holders of the Class A Stock and the Class B Common Stock, without preference or priority of one class of stock over the other, with the amount of such balance to be distributed in respect of each share of Class A Stock to be equal to the amount to be distributed in respect of each share of Class B Common Stock.

Any such distribution on the Class A Stock and the Class B Common Stock under this clause (c) shall be declared concurrently and shall be payable on the same date to stockholders of record as of the same record date. A consolidation or merger of the Corporation shall not be deemed to constitute a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph.

5. Conversion.

(a) (i) The holders of Class B Common Stock shall have the right, at their option, to convert their shares of Class B Common Stock into Class A Stock in the amounts and subject to the conditions hereinafter set forth.

(ii) For each fiscal year of the Corporation, the holders of the shares of the Class B Common Stock shall have the right to convert, on the basis set forth in clause (e) below, the number of shares of Class B Common Stock resulting from the following calculation into shares of Class A Stock: if the quotient of the net earnings (determined in accordance with clause (f) below) divided by the sum of (i) the number of shares of Class A Stock actually

outstanding at the end of such fiscal year plus (ii) 625,000 is equal to or greater than the Adjusted Threshold Amount (which, subject to adjustment as hereinafter provided, shall be (\$0.84 prior to the year ended December 31, 1998, \$1.05, as adjusted) per share, then up to an aggregate of 625,000 shares of Class B Common Stock can, at the election of the holder or holders thereof, be so converted ("Conversion Amount"). This calculation shall be repeated for the next fiscal year, using as the Adjusted Threshold Amount the last Adjusted Threshold Amount which resulted in convertibility of shares plus \$.21. If, for any fiscal year, such quotient does not equal or exceed the applicable Adjusted Threshold Amount, no shares may be converted for that fiscal year, in which case the calculation for the following fiscal year shall use (a) the Adjusted Threshold Amount in effect for the last calculation that did not result in the convertibility of shares and (b) the number of shares of Class A Stock actually outstanding at the end of the fiscal year for which the calculation is made plus 625,000. Notwithstanding the foregoing, if in any fiscal year the Corporation has net earnings (as determined in accordance with clause (f) below) per share of Class A Stock (determined by dividing net earnings for such fiscal year by the sum of (i) the number of shares of Class A Stock actually outstanding at the end of such fiscal year and (ii) the number of shares of Class A Stock issuable upon conversion of all Class B Common Stock then remaining outstanding), equal to or greater than \$1.44 ("Total Conversion Earnings"), then the holders of the shares of Class B Common Stock shall have the right to convert all of such shares of Class B Common Stock then remaining outstanding into shares of Class A Stock.

The Adjusted Threshold Amount, the Total Conversion Earnings, and the Conversion Amount (as each may be adjusted from time to time as provided herein) shall each be adjusted, proportionately, in the event of any adjustment to the Class B Common Stock in accordance with clause (g) of this Section 5.

(b) All shares of Class B Common Stock electing to convert shall be converted based on the date of issuance thereof, such that the earliest issued shares of Class B Common Stock shall be converted first.

(c) The effective date for conversion for each fiscal year for which the holders of Class B Common Stock shall be entitled to convert Class B Common Stock into Class A Stock (the "Conversion Date") shall be fixed by resolution of the Board of Directors within 120 days after receipt by the Corporation of the determination of net earnings for said fiscal year by its independent public accountants in accordance with clause (f) below.

(d) For each fiscal year in which holders of Class B Common Stock are entitled to convert said shares in accordance with clause (a) above, notice of the right to convert said shares, in form approved by the Board of Directors, shall be given by mailing such notice, first class mail, postage prepaid, not less than 30 nor more than 60 days prior to the Conversion Date to each holder of record of shares entitled to be converted at his address as the same shall appear on the books of the Corporation. Each such notice shall (i) specify the Conversion Date and the manner in which the certificates of Class B Common Stock are to be exchanged for certificates of Class A Stock, (ii) state the net earnings per share for such fiscal year determined in accordance with clause (f) below, and (iii) state the maximum number of shares of Class B Common Stock held by such record holder which are convertible for such fiscal year. Failure to mail such notice or any defect therein

or in the mailing thereof shall not affect the validity of the proceedings for such conversion except as to the holder to whom the Corporation has failed to mail said notice or except as to the holder whose notice or mailing was defective. Any notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not received by the holder.

(e) The shares of Class B Common Stock shall be convertible into fully paid and non-assessable shares of Class A Stock on the basis of one share of Class A Stock for each share of Class B Common Stock surrendered.

(f) The "net earnings" of the Corporation in any fiscal year of the Corporation shall be (A) the net income of the Corporation for such fiscal year, less (B) the aggregate amount of dividends accrued in such fiscal year upon the outstanding shares of Preferred Stock and any other class of capital stock of the Corporation entitled to preference in the distribution of dividends vis-a-vis the shares of Class A Stock of the Corporation. All calculations provided for herein, and all determinations of "net earnings," shall be made by the firm of independent public accountants selected by the Board of Directors (who may be the regular auditors employed by the Corporation) in accordance with the definitions set forth herein and generally accepted accounting principles, such calculations and determinations to be final, binding and conclusive upon all persons whomsoever.

(g) The Adjusted Threshold, Liquidation Preference, Conversion Amount, and the Total Conversion Earnings provided herein (collectively, "Factors") shall be subject to the following adjustments.

(i) If the Corporation shall declare and pay to the holders of shares of Class A Stock a dividend payable in shares of Class A Stock, the Conversion Amount in effect immediately prior to the record date fixed for the determination of stockholders entitled to such dividend shall be proportionately increased, and the Liquidation Preference, Total Conversion Earnings and the Adjusted Threshold rates in effect immediately prior to the record date fixed for the determination of stockholders entitled to such dividend shall be proportionately decreased, such adjustment to become effective immediately after the opening of business on the day following the record date for the determination of stockholders entitled to receive such dividend.

(ii) If the Corporation shall subdivide the outstanding shares of Class A Stock into a greater number of shares of Class A Stock or combine the outstanding shares of Class A Stock into a lesser number shares, or issue by reclassification of its shares of Class A Stock any shares of the Corporation, all of the Factors in effect immediately prior thereto shall be adjusted so that all computations required by this Section 5 after the happening of any of the events described above shall be made as if such shares of Class B Common Stock had been converted immediately prior to the happening of such event, with such adjustment to become effective immediately after the opening of business on the day following the day upon which such subdivision, combination or reclassification, as the case may be, becomes effective.

(iii) If the Corporation shall be consolidated with or merge into any other corporation, proper provisions shall be made as part of the terms of such consolidation or merger, whereby the holders of any shares of Class B Common Stock at the time outstanding immediately prior to such event shall thereafter be entitled to such conversion rights, with respect to securities of the corporation resulting from such consolidation or merger, as shall be substantially equivalent to the conversion rights herein provided for.

(iv) No adjustment in any Factor shall be required unless such adjustment would require an increase or decrease of at least one-half of one percent of such Factor, provided that adjustments which by reason of this clause (iv) are not made shall be carried forward and taken into account in the determination as to whether any subsequent adjustments are to be made. All calculations under this paragraph (g) shall be made to the nearest one thousandth (1/1000) of a share.

(v) The adjustments outline in g(i) through g(iv) above are not exclusive and are not intended to limit the adjustments that may be required, in the sole judgment of the Board of Directors of the Corporation, in order to maintain the proportionality between Class A Stock and Class B Common Stock which exists at the date hereof. Paragraphs g(i) through g(v) shall not in any manner limit the Corporation's ability to issue new stock or otherwise raise additional capital.

(vi) In the event of any taxable or non-taxable distribution of assets, tangible or intangible, owned by the Corporation, the Liquidation Preference will be reduced proportionately by the per share value, based on the number of all outstanding shares of Class A Stock and Class B Common Stock, of the assets distributed. For purposes of this clause (vi), such value shall equal the average closing price of the security representing equity ownership of the entity holding such assets immediately following such distribution on the market on which such security is traded during the next thirty (30) trading days following the date of such distribution; provided, however, that if such market price is not ascertainable because such security is not publicly traded or for any other reason, then the Board of Directors of the Corporation shall cause an independent valuation of such assets to be performed, the result of which shall be final as to the determination of such value.

(h) No fractional share of Class A Stock or scrip representing fractional shares of Class A Stock shall be issued upon any conversion of shares of Class B Common Stock, but in lieu thereof there shall be paid an amount in cash equal to the applicable fraction of the current market price (as hereinafter defined) of a whole share of Class A Stock as of the day of conversion determined as provided in paragraph (i) below.

(i) For purposes of paragraph (h) of this Section 5, the current market price of a share of Class A Stock as of any day shall be based on the closing price of the security as reported by the New York Stock Exchange on the most recent preceding day for which such quotations were reported by the New York Stock Exchange; if the fair market value of the Class A Stock cannot be thus determined, the current market price shall be such price as the Board of Directors shall in good faith determine.

(j) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Stock, solely for the purpose of effecting the conversion of Class B Common Stock in accordance with the terms hereof, the full number of whole shares of Class A Stock then issuable upon the conversion of all shares of Class B Common Stock at the time outstanding.

(k) Anything contained herein to the contrary notwithstanding, no adjustments in the number of shares of Class A Stock issuable upon conversion of any shares of Class B Common Stock as set forth in this section shall be made by reason of or in connection with the issuance and sale of shares of Class A Stock by the Corporation for cash or the sale or issuance to employees of the Corporation, or of a subsidiary or an entity owning more than 50% of the outstanding Class A Stock of the Corporation, of Class A Stock of the Corporation or of options to purchase Class A Stock of the Corporation, pursuant to a plan adopted by the Board of Directors of the Corporation and approved by stockholders.

(l) In the event (i) that an independent third party makes a bona fide offer to purchase any subsidiary or operating division of the Corporation or a portion thereof, which purchase, if consummated, would cause the net earnings of the Corporation for the applicable fiscal year to equal or exceed the then applicable Adjusted Threshold Amount (where such Adjusted Threshold Amount would not be achieved in the absence of such transaction) and (ii) the Board of Directors determines not to approve such transaction, then at the request of a majority in interest of the Class B Common Stock the Board of Directors of the Corporation shall effect the conversion of all Class B Common Stock then outstanding into Class A Stock in accordance with the provisions of Section 5(a)(ii) hereof.

(m) In the event that (i) an independent valuation of any subsidiary or operating division of the Corporation is performed, the results of which are such that a sale of such subsidiary or division would, if consummated, cause the net earnings of the Corporation for the applicable fiscal year to equal or exceed Total Conversion Earnings (and where Total Conversion Earnings would not be achieved in the absence of such sale), and (ii) the Board of Directors of the Corporation determines not to approve such transaction, then at the request of a majority in interest of the Class B Common Stock the Board of Directors of the Corporation shall effect the conversion of all Class B Common Stock then outstanding into Class A Stock in accordance with the provisions of Section 5(a)(ii) hereof.

II. Preferred Stock

The Preferred Stock may be issued from time to time in one or more series, with such distinctive designations as may be stated in the resolution or resolutions providing for the issue of such stock from time to time adopted by the Board of Directors. The resolution or resolutions providing for the issue of shares of a particular series shall fix, subject to applicable laws and provisions of Article THIRD hereof, the designations, rights, preferences and limitations of the shares of each such series. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(a) The number of shares constituting such series, including the authority to increase or decrease such number, and the distinctive designation of such series;

(b) The dividend rate of the shares of such series, whether the dividends shall be cumulative and, if so, the date from which they shall be cumulative, and the relative rights of priority, if any, of payment of dividends on shares of such series;

(c) The right, if any, of the corporation to redeem shares of such series and the terms and conditions of such redemption;

(d) The rights of the holders of the shares of such series in case of a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation or upon any distribution of the assets of the Corporation, and the relative rights of priority, if any, of payment of shares of such series;

(e) The voting power, if any, for such series and the terms and conditions under which such voting power may be exercised;

(f) The obligation, if any, of the corporation to retire shares of such series pursuant to a retirement or sinking fund or funds of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) The terms and conditions, if any, upon which shares of such series shall be convertible into or exchangeable for shares of stock of any other class or classes or of any other series of the same class of stock of the Corporation, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; and

(h) Any other rights, preferences or limitations, qualifications or restrictions of the shares of such series.

III. The Corporation reserves the right to increase or decrease its authorized capital stock, or any class or series thereof, and to reclassify the same, and to amend, alter, change or repeal any provision contained in the Articles of Incorporation under which the Corporation is organized or in any amendment thereto, in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders in said Articles of Incorporation or any amendment thereto are granted subject to the aforementioned reservation.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 1501 Second Avenue, East, Tampa, Florida 33607.

The name of the initial registered agent of the corporation at the said registered office is Joseph M. Williams.

The written acceptance of the said initial registered agent,, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:
NAME ADDRESS

Joseph M. Williams

1501 Second Avenue East
Tampa, Florida 33607

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

No director of the Corporation shall be personally liable to the Corporation or its stockholders for any monetary damages for breaches of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director under Section 607.0831 of the Florida Business Corporation Act.

TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

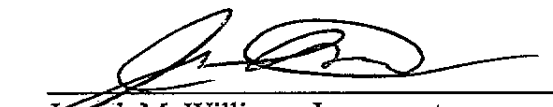
ELEVENTH: The Board of Directors shall have the power at any time, and from time to time, to adopt, amend and repeal any and all by-laws of the Corporation.

TWELFTH: Special Meetings of the Shareholders was to be called by the Board of Directors or by persons authorized to do so by the By-laws, or if the holders of no less than 50% of all the votes entitled to be cast on any issue proposed to be considered at the proposed Special Meeting sign, date and deliver to the Corporation's secretary and/or more written demands for the meeting describing the purpose or purposes for which it is to be held.

THIRTEENTH: The corporate existence of the Corporation shall begin on August 4, 1999.

FOURTEENTH: The name and address of the initial director of the Corporation are:

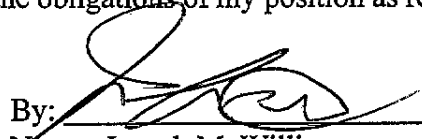
<u>NAME</u>	<u>ADDRESS</u>
Joseph M. Williams	1501 Second Avenue East Tampa, Florida 33607



Joseph M. Williams, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

By: 

Name: Joseph M. Williams

Date: August 3, 1999
