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August 27, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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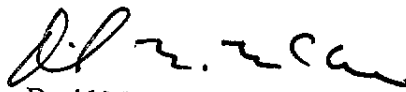
Re: ENVIRONMENTAL MANAGEMENT OF BAY COUNTY, INC.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation and Designation of Registered Agent, together with check in the amount of Seventy (\$70.00) Dollars for filing.

Thank you for your prompt service.

Sincerely,



David M. Mc Crea
3829 Long John Drive
Panama City, FL 32408

Enclosures

FILED
99 AUG 30 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/3/99
[Handwritten initials]

ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL MANAGEMENT OF BAY COUNTY, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

ENVIRONMENTAL MANAGEMENT OF BAY COUNTY, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

3829 Long John Drive
Panama City Beach, Florida 32408

The mailing address of this corporation shall be:

3829 Long John Drive
Panama City Beach, Florida 32408

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES

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TALLAHASSEE, FLORIDA

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

David M. McCrea
3829 Long John Drive
Panama City Beach, Florida 32408

ARTICLE V. INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

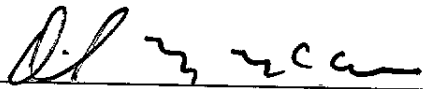
President: DAVID M. Mc CREA
3829 Long John Drive
Panama City Beach, FL 32408

Vice-President: GEORGIANNA B. Mc CALL
3829 Long John Drive
Panama City Beach, FL 32408

Secretary: GEORGIANNA B. Mc CALL
3829 Long John Drive
Panama City Beach, FL 32408

Treasurer: DAVID M. Mc CREA
3829 Long John Drive
Panama City Beach, FL 32408

The undersigned has executed these Articles of Incorporation this 27th day of August, 1999.



DAVID M. Mc CREA
President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is:

ENVIRONMENTAL MANAGEMENT OF BAY COUNTY, INC.

2. The name and address of the Registered Agent and office
is:

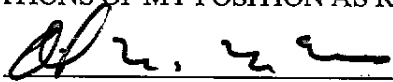
DAVID M. Mc CREA
3829 Long John Drive
Panama City Beach, Florida 32408



DAVID M. Mc CREA
President

Date: August 27, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



DAVID M. Mc CREA
Date: August 27, 1999

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TALLAHASSEE, FLORIDA