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LAW OFFICES

*Stephen N. Rosenthal*

12000 BISCAYNE BOULEVARD

SUITE 505

*North Miami, Florida 33181*

FILED

99 NOV -4 AM 10: 17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE (905) 899-9520  
FAX (905) 899-9213

SATELITE OFFICE

25 WEST FLAGLER STREET  
SUITE 1040  
MIAMI, FLORIDA 33130

November 2, 1999

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-11/04/99-01060-003  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

Corporate Records Bureau  
Division of Corporations  
Dept. of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: S & L Environmental Solutions, Inc.

To Whom It May Concern:

Please be advised that the undersigned represents the incorporators of S & L Environmental Solutions, Inc.

Pursuant to same, I am herewith enclosing an original and copy of my client's fully executed Articles of Incorporation which I would appreciate your filing.

I am also enclosing my check in the amount of \$75.00 as and for payment of your filing fee.

Upon the filing of these documents, I would also appreciate your forwarding a stamped copy thereof directly to my office.

Thank you for your courtesy and consideration.

Very truly yours,

  
STEPHEN N. ROSENTHAL

SNR:laa  
Encls.

PH 11/5/99

ARTICLES OF INCORPORATION

OF

S & L ENVIRONMENTAL SOLUTIONS INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\* \* \* \* \*

THE UNDERSIGNED do hereby associate themselves for the purpose of forming a corporation under the laws of the State of Florida and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

S & L ENVIRONMENTAL SOLUTIONS INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of developing, manufacturing, testing, marketing, distributing, and selling of chemical products and solutions, in addition to any and all acts necessary and related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

(1,000) Shares of Common Stock, having no par value.

#### ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

#### ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

#### ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

12000 Biscayne Boulevard  
Suite 505  
North Miami, Florida 33181

#### ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Stephen N. Rosenthal, and the Registered Office shall be located at:

12000 Biscayne Boulevard  
Suite 505  
North Miami, Florida 33181

or such other person or such other place as the Director or Board of Directors may, from time to time, direct, with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

#### ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its

officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Sidney Studin	President	18071 Bisc. Blvd. Bldg. T-3-N Apt. 1204 Aventura, Fl.
Louis Goldberg	Vice President	18071 Bisc. Blvd. Bldg. T-3-N Apt. 1204 Aventura, Fl.
Stephen N. Rosenthal	Secretary/Treasurer	12000 Biscayne Boulevard Suite 505 North Miami, Florida 33181

#### ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors, which shall consist of one (1), but not more than five (5) persons.

#### ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall

serve as the initial Director or Board of Directors until the first annual meeting of the Corporation or until his or their successor or successors are elected and are qualified, shall be as follows: \_

<u>NAME</u>	<u>ADDRESS</u>
Sidney Studin	18071 Biscayne Blvd. Bldg. T-3-N Apt. 1204 Aventura, Fl.
Louis Goldberg	18071 Biscayne Blvd. Bldg. T-3-N Apt. 1204 Aventura, Fl.
Stephen N. Rosenthal	12000 Biscayne Boulevard Suite 505 North Miami, Florida 33181

#### ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Sidney Studin	18071 Biscayne Blvd. Bldg. T-3-N Apartment 1204 Aventura, Florida	340	\$3,400.00
Louis Goldberg	18071 Biscayne Blvd. Bldg. T-3-N Apartment 1204 Aventura, Florida	330	\$3,300.00
Stephen N. Rosenthal	12000 Biscayne Boulevard Suite 505 North Miami, Florida 33181	330	\$3,300.00

indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

#### ARTICLE XIII - VOTING RIGHTS

That, except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

#### ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter, the bylaws of the Corporation may be amended, altered, or rescinded by the vote of the Shareholders of the Corporation. Amendment to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
at Miami, Miami-Dade County, Florida, this 1 day of  
November, 1999.

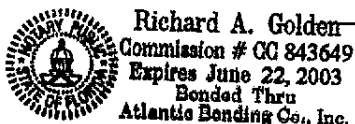
[Signature] (SEAL)  
STEPHEN N. ROSENTHAL

[Signature] (SEAL)  
SIDNEY STUDIN

[Signature] (SEAL)  
LOUIS GOLDBERG

STATE OF FLORIDA       )  
                              )       SS.  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this  
1 day of November, 1999, by STEPHEN  
N. ROSENTHAL, who is personally known to me or who has produced a  
license as identification and who did (did not) take an oath; by  
SIDNEY STUDIN, who is personally known to me or who has produced  
license as identification  
and who did (did not) take an oath; and by LOUIS GOLDBERG, who is  
personally known to me or who has produced  
license as identification  
and who did (did not) take an oath.



Notary Public, State of Florida at Large  
My Commission Expires:

CERTIFICATE ACCEPTING DESIGNATION  
AS REGISTERED AGENT

FILED

99 NOV -4 AM 10: 17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that I have accepted the designation as  
Registered Agent of S & L ENVIRONMENTAL SOLUTIONS INC., and agree  
to serve it as Registered Agent, to accept service of process  
within the State as its Registered Office located at: 12000  
Biscayne Boulevard, Suite 505, North Miami, Florida 33181.



STEPHEN N. ROSENTHAL  
Registered Agent

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