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November 22, 1999

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-11/24/99--01064--006
122.50 **78.75

RE: Morgan Environmental Consulting, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

Enclosures

FILED
99 NOV 24 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 NOV 24 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MORGAN ENVIRONMENTAL CONSULTING, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is MORGAN ENVIRONMENTAL CONSULTING, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to provide biological consulting services for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 740 Florida Central Parkway, Suite 2004, Longwood, Florida 32750. This is also the mailing address of the corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 740 Florida Central Parkway, Suite 2004, Longwood, Florida 32750, and the name of the initial registered agent at such address is H. JAMES MORGAN.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of one member, H. James Morgan, 1353 S. Blue Lake Avenue, Deland, Florida 32724.

ARTICLE NINE
INCORPORATORS

The name and address of the sole incorporator is: H. James Morgan, 1353 S. Blue Lake Avenue, Deland, Florida 32724.

ARTICLE TEN
OFFICERS

The officers of the corporation shall be:

H. James Morgan 1353 S. Blue Lake Avenue
Deland, FL 32724.

Bonnie R. Morgan 1353 S. Blue Lake Avenue
Deland, FL 32724

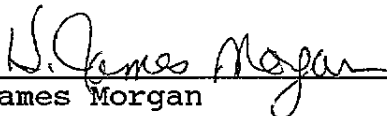
ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 19th day of November, 1999.



H. James Morgan

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 19th day of November, 1999, before me, the undersigned authority, appeared H. James Morgan, who is personally known to me or who has produced Fla D. C. as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.



Fabian Bagdes
MY COMMISSION # CC687946 EXPIRES
February 13, 2002
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Signature

NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
99 NOV 24 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

MORGAN ENVIRONMENTAL CONSULTING, INC., a corporation organizing under the laws of the State of Florida, with its principal office at 740 Florida Central Parkway, in the City of Longwood, County of Seminole, in the State of Florida, has named H. James Morgan, who is located at 740 Florida Central Parkway, Suite 2004, Longwood, Florida 32750, as its registered agent to accept service of process within the State.

DIRECTOR:

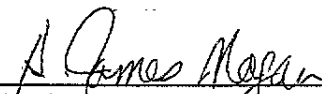
H. James Morgan

ADDRESS:

1353 S. Blue Lake Avenue
Deland, FL 32724

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.



H. James Morgan