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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Tower Environmental Inc.

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Amend + Restated  
5-6-99  
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Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**TOWER ENVIRONMENTAL, INC.**

Pursuant to the provisions of Section 607.1007, Florida Statutes, the undersigned corporation, **Tower Environmental, Inc., a Florida corporation** (the "Corporation"), hereby files these Amended and Restated Articles of Incorporation in accordance with the laws of the State of Florida:

ARTICLE I

Name

The name of the Corporation shall be:

TOWER ENVIRONMENTAL, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation shall be:

2268 Kings Point Drive  
Largo, Florida 33774

ARTICLE III

Business and Purposes

The general purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the

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## ARTICLE IV

### Capital Stock

The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of the Corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for the Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to the Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable. The shares authorized pursuant to this Article IV shall supersede all previously authorized, issued, and/or outstanding shares of stock in the Corporation.

## ARTICLE V

### Existence of Corporation

The corporation shall have perpetual existence.

## ARTICLE VI

### Registered Office and Registered Agent

The registered office of the Corporation shall be located at 201 North Franklin Street, Suite 2600, Tampa, Florida 33602, and the registered agent of the Corporation at such office shall be David S. Jennis, Esquire. The corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE VII

### Board of Directors

The Board of Directors of the corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of the Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of the Corporation may remove any director from office at any time with or without cause.

## ARTICLE VIII

### By-Laws

(a) The power to adopt the by-laws of the Corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of the Corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of the Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided the same are not inconsistent with the provisions of these Amended and Restated Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE IX

### Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

## ARTICLE X

### Share Ownership

Pursuant to the terms of the Order Confirming Debtor's Plan of Reorganization entered on August 18, 1997, by the United States Bankruptcy Court for the Middle District of Florida, Tampa Division, In Re: Tower Environmental, Inc. (Case No. 95-7219-8G1), all of the then outstanding shares of the Corporation's shares of stock were cancelled and all equity interest, including all shares of stock, were ordered to be reissued to James Young, or his successors or assigns. Accordingly, effective as of August 18, 1997, all of the equity in the Corporation, including all issued and outstanding shares of stock, were issued to James Young and he became the Corporation's sole shareholder. Nothing in the above-referenced order or in these articles prohibits James Young from freely transferring the shares of the Corporation which were issued to him at any time after August 18, 1997. Further, nothing

in the above-referenced Order or in these articles prohibits the Corporation from issuing shares to any person after August 18, 1997.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors without shareholder action, and shareholder action was not required, on this 8<sup>th</sup> day of April, 1999.

TOWER ENVIRONMENTAL, INC.,  
a Florida corporation

By: James Young  
James Young, President