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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**  
**FLORIDA ENVIRONMENTAL, INC.**

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**ARTICLES OF SHARE EXCHANGE  
OF  
PENINSULA PROPERTY OF CAPE HAZE, INC., a Florida Corporation,  
with  
FLORIDA ENVIRONMENTAL, INC., a Florida Corporation**

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ARTICLES OF SHARE EXCHANGE between PENINSULA PROPERTY OF CAPE HAZE, INC., a Florida corporation ("Peninsula") and FLORIDA ENVIRONMENTAL, INC., a Florida corporation ("FEI").

Under section 607.1105 of the Florida Business Corporation Act (the "Act"), Peninsula and FEI adopt the following Articles of Share Exchange.

1. The Agreement and Plan of Share Exchange dated December 16, 2002, ("Plan of Share Exchange"), between Peninsula and FEI was approved and adopted by the shareholders of Peninsula on December 16, 2002 and was adopted by the Board of Directors of FEI on December 16, 2002 because shareholder approval of the Plan of Share Exchange is not required by the shareholders of FEI by section 607.1103(7) of the Act.

2. Under the Plan of Share Exchange, all issued and outstanding shares of Peninsula's stock will be exchanged for in exchange for eleven thousand seven hundred seventy (11,770) shares of Class B stock of FEI and Peninsula will become a wholly owned subsidiary of FEI.

3. The Plan of Share Exchange is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Share Exchange shall be on the filing of these Articles of Share Exchange with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on 16<sup>th</sup> day of December, 2002.

PENINSULA PROPERTY OF CAPE HAZE, INC.,  
a Florida Corporation

By: Francis J. Clancey  
Francis J. Clancey, President

FLORIDA ENVIRONMENTAL, INC.,  
a Florida Corporation

By: Donald H. Ross  
Donald H. Ross, President

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EXHIBIT A

## PLAN OF SHARE EXCHANGE

This Plan of Share Exchange ("Plan") is entered into this 16<sup>TH</sup> day of December 2002, between FLORIDA ENVIRONMENTAL, INC., a Florida corporation ("Acquiror") and PENINSULA PROPERTY OF CAPE HAZE, INC., a Florida corporation ("Acquiree").

1. Distribution to Shareholders. On the Effective Date, the sole shareholder of Acquiree shall exchange all of the outstanding stock of Acquiree for eleven thousand seven hundred seventy (11,770) shares of Class B stock of Acquiror and Acquiree shall become a wholly owned subsidiary of Acquiror.

2. Satisfaction of Rights of Acquiree's Shareholders. All shares of Acquiror's stock into which shares of Acquiree's stock have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

3. Fractional Shares. Fractional shares of Acquiror's stock will not be issued to the holders of Acquiree's stock.

4. Supplemental Action. If at any time after the Effective Date, Acquiror shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Acquiror or Acquiree, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan.

5. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement and Plan of Share Exchange of which this Plan is a part, Acquiror and Acquiree shall cause their respective Presidents to execute Articles of Share Exchange in the form attached to this Plan and, on execution, this Plan shall be deemed incorporated by reference into the Articles of Share Exchange as if fully set forth in such Articles and shall become an exhibit to such Articles of Share Exchange. Thereafter, the Articles of Share Exchange shall be delivered for filing to the Florida Secretary of State. In accordance with Florida Statutes section 607.1105(1)(b) of the Florida Business Corporation Act (the "Act"), the Articles of Share Exchange shall specify the "Effective Date." The Effective Date shall be the filing date of the Articles of Share Exchange with the Secretary of State of Florida.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by Acquiror or Acquiree by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of Acquiree by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Florida Statutes section 607.1103 of the Act.

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7. Termination. At any time before the Effective Date (whether before or after filing the Articles of Share Exchange), this Plan may be terminated and the share exchange abandoned by mutual consent of the Boards of Directors of both corporations, notwithstanding favorable action by the shareholders of Acquiree.


FLORIDA ENVIRONMENTAL, INC.,  
a Florida Corporation

By:

  
Donald H. Ross, President

PENINSULA PROPERTY OF CAPE HAZE, INC.,  
a Florida Corporation

By:

  
Francis J. Clancey, President