

344550

LAW OFFICES

MARCHBANKS & LEIDER, P.A.

CORPORATE PLAZA, SUITE 203
4710 NW BOCA RATON BOULEVARD
BOCA RATON, FL 33431

TELEPHONE (561) 997-8188
TELEFAX (561) 997-8170

November 4, 1998

700002683337--9
-11/09/98--01097--002
*****43.75 *****43.75

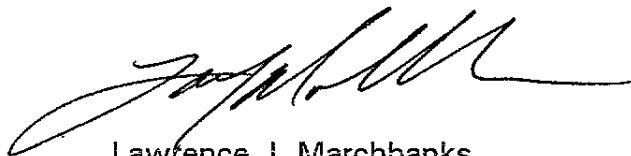
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Fla. 32314

Re: Amendment to Articles of Incorporation
of Johnson Brothers Consolidated Waste, Inc.

Dear Sir or Madam:

Please find an original and one copy of an Amendment to the Articles of Incorporation of Johnson Brothers Consolidated Waste, Inc. Please file the Amendment and furnish us with a certified copy of the filed Amendment. Enclosed please find our check in the amount of \$43.75 to cover the cost of the \$35.00 filing fee and \$8.75 certified copy fee.

Very truly yours,



Lawrence J. Marchbanks

LJM/jk

Enclosures

cc: Mr. William B. Johnson

FILED
98 NOV -9 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
KRE 11-10

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JOHNSON BROTHERS CONSOLIDATED WASTE, INC.**

FILED
98 NOV -9 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned, Johnson Brothers Consolidated Waste, Inc., a Florida corporation, by its President, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Johnson Brothers Consolidated Waste, Inc.
2. The text of the amendments adopted is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended as follows:

- (a) By deleting Article III thereof, and by inserting, in lieu thereof, the following new Article III:

ARTICLE III. STOCK

(1) Authorized Capital Stock. The maximum number of shares which the corporation shall have authority to issue is 500 shares of common stock, \$1.00 par value per share.

(2) Common Stock. Holders of the common stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders of the corporation, except matters required to be voted on exclusively by holders of preferred stock or of any series of preferred stock. Subject only to the prior rights and preferences of the preferred stock, the holders of the common stock shall be entitled to dividends thereon, when, as and if declared by the Board of Directors out of funds of the corporation legally available therefor. In the event of any dissolution or liquidation of the corporation, the holders of the common stock shall be entitled to receive, pro rata, after the stock rights of the holders of the preferred stock have been satisfied, all of the assets of the corporation remaining available for distribution, if any.

(3) Preferred Stock. Shares of the preferred stock may be issued from time to time in one or more series. The Board of Directors by resolution shall establish each series of preferred stock and fix and determine the number of shares and the designations, preferences, limitations and relative rights of each such series, provided that all shares of preferred stock shall be identical except as to any relative rights and preferences, as to which there may be variations fixed and determined by the Board of Directors between different series including, without limitation, the following:

(a) Special, unconditional or limited voting rights or no right to vote.

(b) Whether the shares are redeemable or convertible, at the option of the corporation, the shareholder or another person or upon the occurrences of a designated event, for cash, indebtedness, securities or other property or in a designated amount or in an amount determined in accordance with the designated formula or by reference to extrinsic data or events.

(c) Rights to distributions calculated in any manner, including dividends that may be cumulative, non-cumulative, or partially cumulative.

(d) Preferences over any other class or series of shares with respect to distributions, including dividends and distributions upon the dissolution of the corporation.

Except to the extent expressly prohibited in the rights and preferences previously-designated for any series of preferred stock or by the laws of the State of Florida, the Board of Directors may, without a vote thereon by the holders of any previously-designated series of preferred stock (i) increase the number of shares of any such previously-designated series, or (ii) establish a new series of preferred stock and fix and determine rights and preferences for such new series which rank *pari passu* with, or are prior and superior to, any of the rights and preferences of any such previously-designated series.

(4) No Preemptive Rights. No holder of common stock or preferred stock of this corporation shall have any preemptive or preferential right to subscribe to or purchase any shares of common stock or preferred stock of this corporation, whether now or hereafter authorized, or any obligations convertible

into shares of common stock or preferred stock of this corporation, all preemptive and preferential rights being expressly denied.

(b) By deleting Article VII thereof, and be inserting, in lieu thereof, the following new Article VII:

ARTICLE VII. DIRECTORS

The number of Directors of this corporation shall be two (2). The number of Directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than one (1), nor more than three (3).

(c) By the addition of the following new Article XIII:

ARTICLE XIII. INDEMNIFICATION

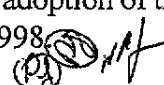
The corporation shall indemnify every person who is or was a director of the corporation to the fullest extent permitted by law, including, without limitation, to the fullest extent provided in this Article XIII.

(1) The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Determination of any proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as

a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

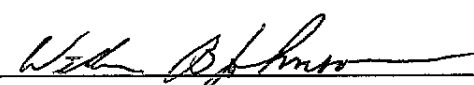
(3) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

3. The date of the adoption of this amendment by the shareholders of the corporation was 2 day of ~~October~~, 1998. ^{November} 

4. The voting group entitled to vote for or against the amendment were the holders of the common stock. The number of votes for the amendment by the shareholders in the voting group was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation of Johnson Brothers Consolidated Waste, Inc. have been executed by Johnson Brothers Consolidated Waste, Inc., by its President, this 2 day of ~~October~~, 1998. ^{November} 

JOHNSON BROTHERS CONSOLIDATED WASTE, INC.

By: 
William B. Johnson, President