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TRANSMITTAL LETTER

FILED

00 AUG -7 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-08/07/00--01131--004
*****87.50 *****87.50

SUBJECT: The Dennis Group, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Luis R. Figueredo
Name (Printed or typed)
Nagin Gallop Figueredo, P.A.
3225 Aviation Avenue, Third Floor
Address
Miami, Florida 33133
City, State & Zip
(305) 854-5353
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN AUG 11 2000

**ARTICLES OF INCORPORATION OF
The Dennis Group, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE - NAME

The name of the corporation is The Dennis Group, Inc.. (hereinafter "Corporation").

ARTICLE - PURPOSE

The Corporation is organized for the purpose of landfill development and all lawful business for corporations organized under the General Corporation laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The Corporation's principal office and mailing address is:

Nagin Gallop Figueredo, P.A.
3225 Aviation Avenue - Third Floor
Miami, Florida 33133

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 3,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and street address of the initial registered office of this Corporation is:

LUIS R. FIGUEREDO
Nagin Gallop Figueredo, P.A.
3225 Aviation Avenue - Third Floor
Miami, Florida 33133

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the

Corporation, but shall never be less than one. The name and address of the initial directors of this Corporation is:

Thomas Bongard
1001 United States Highway One, 4th Floor
Jupiter, Florida 33477

H.A. Dennis
4317 Boone Northeast
Albuquerque, NM 87109

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

LUIS R. FIGUEREDO
Nagin Gallop Figueredo, P.A.
3225 Aviation Avenue – Third Floor
Miami, Florida 33133

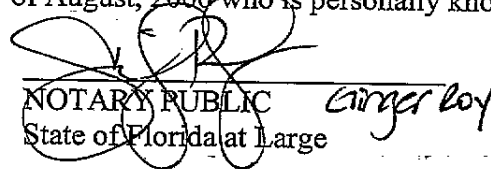
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of August, 2000.



LUIS R. FIGUEREDO
Nagin Gallop Figueredo, P.A.
Incorporator

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

THE FOREGOING INSTRUMENT was acknowledged before me by LUIS R. FIGUEREDO this 3rd day of August, 2000 who is personally known to me.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
00 AUG -7 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That The Dennis Group, Inc. desiring to organize under the General Corporate laws of the State of Florida, has named Luis R. Figueredo, Nagin Gallop Figueredo, P.A., 3225 Aviation Avenue, Third Floor, City of Miami, Florida, County of Miami-Dade, as its agent to accept service of process within the State of Florida.