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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.**

**FILED**  
00 AUG - 7 PM 1:00  
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

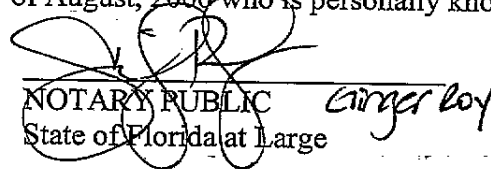
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3<sup>rd</sup> day of August, 2000.



**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 3<sup>rd</sup> 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.