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A Solid Waste Management Consultants, Inc.

September 12, 2000

Department of State  
Division of corporations  
Old Jail  
409 E. Gaines St.  
Tallahassee, FL 32301

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-09/13/00--01069--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Geronimo Ventures, Inc. - Articles of Incorporation  
TIA Project No. 9999

EFFECTIVE DATE  
9-12-00

To Whom It May Concern:

Enclosed are the Articles of Incorporation of Geronimo Ventures, Inc., along with a check in the amount of \$78.75. The check is to cover the following costs:

- Filing fee \$35.00
- Certificate of registered agent \$35.00
- Certified copy of Articles \$8.75

Please process the enclosed articles as soon as possible. After processing, please return the certified copy of the Articles of Incorporation to my office in the enclosed self-addressed FedEx envelope. If you have any questions, please don't hesitate to contact me.

Sincerely,

TIA Solid Waste Management Consultants, Inc.

Mitch Kessler  
President

/ams

Enclosures

FILED  
00 SEP 13 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-14  
2000

**ARTICLES OF INCORPORATION  
OF  
GERONIMO VENTURES, INC.**

FILED  
00 SEP 13 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE 1 - NAME**

The name of the corporation is GERONIMO VENTURES, INC..

EFFECTIVE DATE  
9-12-00

**ARTICLE 2 - CORPORATE COMMENCEMENT AND DURATION**

The corporation shall have perpetual existence commencing on the date of execution of these Articles of Incorporation by the incorporator.

**ARTICLE 3 - PURPOSE**

This corporation is organized to transact any and all lawful business for which corporations may be incorporated.

**ARTICLE 4 - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

**ARTICLE 5 - REGISTERED OFFICE AND AGENT**

That the name of the corporation's initial registered agent is Mitchell Kessler, and the initial street address of the corporation's registered agent is 10012 N. Dale Mabry Hwy. Suite 223, Tampa, FL 33618.

**ARTICLE 6 - DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation is one (1). The number of directors shall be fixed by the Bylaws of this corporation and may be changed from time to time, but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME:

MITCHELL KESSLER

ADDRESS:

10012 N. Dale Mabry Hwy.  
Suite 223  
Tampa, FL 33618

The directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at which a quorum is present.

**ARTICLE 7 - PRINCIPAL OFFICE**

The principal office of the corporation, for the time being and until changed, is 10012 N. Dale Mabry Hwy., Suite 223, Tampa, FL 33618.

**ARTICLE 8 - INCORPORATORS**

The name and address of each incorporator is:

NAME:

MITCHELL KESSLER

ADDRESS:

10012 N. Dale Mabry Hwy.  
Suite 223  
Tampa, FL 33618

**ARTICLE 9 - SHAREHOLDER QUORUM AND VOTING**

The presence, at any shareholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. If a quorum is present, action on a matter shall be deemed approved if the votes cast in favor of the action exceed the votes cast in opposition to the action, unless otherwise required in the Articles of Incorporation. In the event any person who is entitled to vote at a meeting of the shareholders abstains from voting, the shares which that person is entitled to vote shall not be considered in determining whether or not sufficient votes have been cast in favor of any matter or motion presented to the shareholders. Except as may be otherwise provided in these Articles of Incorporation or by F.S. §607.0721, each outstanding share of stock is entitled to one (1) vote on each matter submitted to the shareholders for a vote.

**ARTICLE 10 - BOARD OF DIRECTORS QUORUM AND VOTING**

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present is required to constitute any act or decision of the Board of Directors.

**ARTICLE 11 - RIGHT TO REDEEM**

The corporation has the right to redeem its shares at the price, and subject to the terms and conditions, contained in any stock purchase agreement entered into by the corporation.

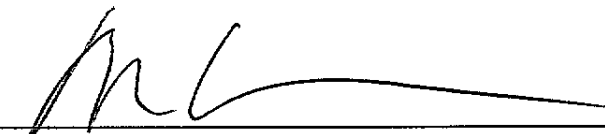
**ARTICLE 12 - COMPENSATION OF OFFICERS**

The Board of Directors shall have the authority to determine and set the compensation of all of the officers of the corporation, including the salaries of those officers who are also members of the Board of Directors, and no director shall be disqualified from voting on such compensation by virtue of also being an officer of the corporation.

**ARTICLE 13 - AMENDMENT OF ARTICLES**

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with any provisions set forth within the Bylaws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I/we, the undersigned, constituting the incorporator(s) of this corporation, have executed these Articles of Incorporation on this \_\_\_\_ day of \_\_\_\_\_, 2000.

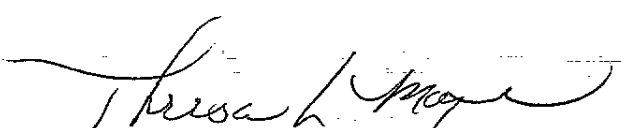
  
MITCHELL KESSLER - INCORPORATOR

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared MITCHELL KESSLER, who is personally known to me or who produced \_\_\_\_\_ as

identification and who is known to me to be the person who signed the foregoing Articles the Incorporation and who acknowledged for me that he executed the foregoing for the uses and purposes therein expressed.

**WITNESS** my hand and seal at the State and County aforesaid this 12<sup>th</sup> day of September, 2000.

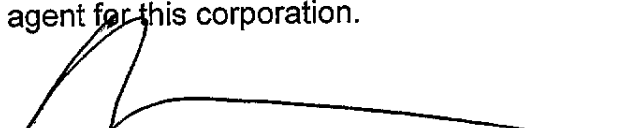
  
NOTARY PUBLIC - STATE OF FLORIDA

Printed Name

THEHERSA L. MOYLEN  
Notary Public - State of Florida  
My Commission Expires Jan 26, 2006  
Commission # CC905574

**REGISTERED AGENT ACCEPTANCE**

I, the undersigned, hereby acknowledge that I am familiar with and accept the duties, obligations and responsibilities as registered agent for this corporation.

  
MITCHELL KESSLER - REGISTERED AGENT