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P98000102054
December 3, 1998

VIA FEDERAL EXPRESS

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Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

RE: CHIP IT, INC.

FILED
98 DEC -4 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

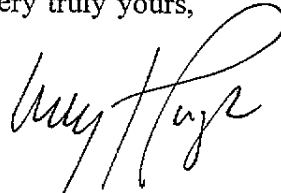
Dear Sir or Madam:

Enclosed herewith please find my firm's check in the amount of \$122.50. This check represents payment of the filing fee, certified copy fee and Registered Agent Designation fee for the Articles of Incorporation of "CHIP IT, INC.". Also enclosed is the original and one (1) copy of the Articles of Incorporation and the original and one (1) copy of the Certificate of Resident Agent.

Please file these Articles of Incorporation and return a certified copy to this office. I request that you send the certified copy back to my office via Federal Express (chargeable to recipient). For your convenience in doing so, I have enclosed herein a completed Airbill and Federal Express envelope.

Thanking you in advance for your prompt attention and cooperation in this matter.

Very truly yours,



IRBY G. PUGH

IGP/jmsc
Enclosures
xc: CHIP IT, INC.

12/8/98
[Handwritten initials]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CHIP IT, INC.**

ARTICLE I - NAME

The name of this corporation is CHIP IT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of operating a recycling business, leasing equipment, construction, and such other lawful public business as may be permitted by the Statutes of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the initial registered office of this corporation is 1884 Foxhall Circle, Kissimmee, Osceola County, Florida, Zip: 34741; and the name of the initial Registered Agent of this corporation at that address is MICHAEL I. CAMBRON.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Michael I. Cambron, President
1884 Foxhall Circle
Kissimmee, Florida 34741

ARTICLE VII - INCORPORATORS

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

Michael I. Cambron, President
1884 Foxhall Circle
Kissimmee, Florida 34741

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

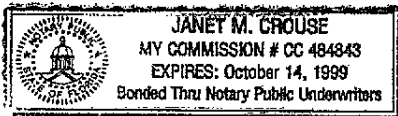
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this the 03 day of December, 1998.

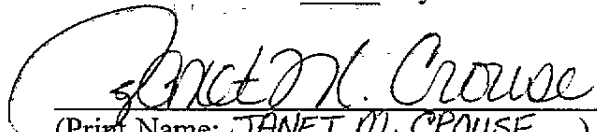

MICHAEL I. CAMBRON, President

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared MICHAEL I. CAMBRON, who,
 did take an oath, or
 did not take an oath, and
 who is personally known to me, or
 who produced _____ as identification,
deposes and says that he is the person described in and who executed the foregoing Articles of Incorporation, and that he executed said instrument for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this the 3rd day of December, 1998.




(Print Name: JANET M. CROUSE)
Notary Public, State of Florida
at Large
Commission No.: CC 484843
My Commission Expires: 10/14/99


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That CHIP IT, INC., desiring to organize under the laws of the State of Florida with its principal office, mailing address, and registered office address, as indicated in the Articles of Incorporation, at 1884 Foxhall Circle, in the City of Kissimmee, County of Osceola, State of Florida, Zip: 34741, has named MICHAEL I. CAMBRON as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MICHAEL I. CAMBRON,
Resident Agent

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