

1201 HAYS STREET
TALLAHASSEE, FL 32302
904-201-1100 FAX
000-344-1100

P96000072885



PROFESSIONAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 060683 5027761

AUTHORIZATION *Patricia Pajot*

COST LIMIT : \$ 122.50

ORDER DATE : August 21, 1996

ORDER TIME : 11:19 AM

ORDER NO. : 060683

CUSTOMER NO: 5027761

CUSTOMER: Ms. Michelle Zelinski
CONTINENTAL WASTE INDUSTRIES

67 Walnut Avenue
Suite 103
Clark, NJ 07066

DOMESTIC FILING

NAME: CWI OF FLORIDA, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

503-672
W96-17604

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 26 PM 3:23

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96 AUG 21 PM 12:28
DIVISION OF CORPORATIONS
[Signature] 9/3/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

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96 AUG 26 PM 12:23
DIVISION OF CORPORATIONS

August 21, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CWI OF FLORIDA, INC.
Ref. Number: W96000017606

RESUBMIT

Please give original
SUBMISSION date as file date.

We have received your document for CWI OF FLORIDA, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 896A00039832

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ARTICLES OF INCORPORATION
OF
CWI OF FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 26 PM 3: 23

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is CWI of Florida, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 11273 Rocket Boulevard, Orlando, Florida 32824.

The mailing address, wherever located, of the corporation is 11273 Rocket Boulevard, Orlando, Florida 32824.

THIRD: The number of shares that the corporation is authorized to issue is 1,000 shares, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the state of Florida is CWI of Florida, Inc., 11273 Rocket Boulevard, Orlando, Florida 32824.

The name of the initial registered agent of the corporation at the said registered office is Kerry Bazinet.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Jeffrey E. Levine	Continental Waste Industries, Inc. 67 Walnut Avenue, Suite 103 Clark, NJ 07066

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

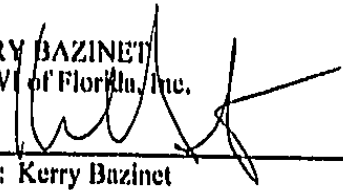
ELEVENTH: The corporate existence of the corporation shall begin on the filing date of these Articles of Incorporation.

Signed on August 23, 1996



Jeffrey L. Levine, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

KERRY BAZINET
CWI of Florida, Inc.

By: _____
Name: Kerry Bazinet
Title: General Manager
Date: August 23, 1996

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Document Number Only

P96000072885

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

FILED
97 JAN 31 PM 1:47
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00

CWT of Florida, Inc

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merge
- Mark
- Other
- Change of R/E
- Fictitious
- CUS
- After 4:30
- Pick Up

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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1/31/97

N. HENDRICKS JAN 31 1997

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: GWI OF FLORIDA, INC.

1b. Date of Incorporation 08/26/1996 Document number 940002885

2. The name and address of the current registered agent and office:

Kerry Hazinet, 11273 Rocket Boulevard, Orlando, FL 32824

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Richard L. Handley, Sr.
SIGNATURE
1/29/97
DATE

Richard L. Handley, Sr. Vice President
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

C T CORPORATION SYSTEM
SIGNATURE BY: *Barbara A. Burke*
(Registered Agent)
DATE January 30, 1997

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

CR2E045 (7-91)

FILING FEE: \$35.00

(FLA. - 2194 - 3/4/92)

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