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Florida Department of State
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 SECRETARY OF STATE
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LIMITED PARTNERSHIP AMENDMENT

WASTE EQUIPMENT PARTNERS, LTD.

Name	
Availability	
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Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 18, 2002

WASTE EQUIPMENT PARTNERS, LTD.
4511 NORTH HIMES AVENUE, STE. 195
TAMPA, FL 33614

SUBJECT: WASTE EQUIPMENT PARTNERS, LTD.
REF: A02000001379

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must include the date of filing of its original certificate of limited partnership. Our records reflect the original certificate was filed on October 15, 2002. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H02000238640
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PLEASE GIVE ORIGINAL SUBMISSION
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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF
WASTE EQUIPMENT PARTNERS, LTD.**

THE UNDERSIGNED hereby makes and files with the Secretary of State of the State of Florida, this Amended and Restated Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP. The name of the limited partnership shall be **WASTE EQUIPMENT PARTNERS, LTD.** which was originally filed on October 15, 2002.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 4511 North Himes Avenue, Suite 195, Tampa, Florida 33614, ~~or at such other place or places as the General Partner shall from time to time determine.~~

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.

Miller J. Mathews, III
4511 North Himes Avenue, Suite 195
Tampa, Florida 33614

4. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER.

Enviro-Management Partners, LLC, a Florida
limited liability company
4511 North Himes Avenue, Suite 195
Tampa, Florida 33614

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP.

4511 North Himes Avenue, Suite 195
Tampa, Florida 33614

6. TERM. The partnership shall be dissolved on December 31, 2042, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 13th day of December, 2002.

General Partner:

**ENVIRO-MANAGEMENT PARTNERS,
LLC, a Florida limited liability company**

By: Miller J. Mathews III
Miller J. Mathews III, as Member

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TALLAHASSEE, FLORIDA