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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 796325 7100694

AUTHORIZATION :

900001689059

-01/16/96--01015--003

***1890.00 ***1890.00

COST LIMIT : % PREPAID

ORDER DATE : January 9, 1996

ORDER TIME : 10:39 AM

ORDER NO. : 796325

CUSTOMER NO: 7100694

CUSTOMER Stephen Manning, Esq
G. STEPHEN MANNING, P.A.

Suite 310
6622 Southpoint Drive-south
Jacksonville, FL 32216

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -9 PM 3:21

DOMESTIC FILING

TWO CERTIFIED COPIES NEEDED

NAME: AMERICAN ASH RECYCLING OF
NEW ENGLAND, LTD.

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY - TWO COPIES
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

G. TAX _____
FILING 1750.00
R. AGENT FEE 35.00
C. COPY 415.00
TOTAL 2890.00
N. BANK _____
BALANCE DUE _____
REPAID _____

1/6/96

DLK

Law Office
G. Stephen Manning, P.A.

6622 SOUTHPOINT DRIVE - SOUTH
SUITE 310

JACKSONVILLE, FLORIDA 32216

G. STEPHEN MANNING
MEMBER FL AND NY BARS

PLEASE REPLY TO:
POST OFFICE BOX 550908
JACKSONVILLE, FLORIDA 32255-0908

January 8, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**RE: Certificate of Limited Partnership
of American Ash Recycling of New England, LTD.**

Dear Sir or Madam:

Enclosed are the original and two copies of the Certificate of Limited Partnership, Affidavit of Capital Contributions and Acknowledgment of Registered Agent for the above-referenced proposed Florida Limited Partnership. Also enclosed is a check for \$1890.00 to cover the cost of the following:

Filing Fee	\$ 1,750.00
Certified Copies of the Certificate	105.00
Registered Agent Designation	35.00
	<u>\$ 1,890.00</u>

Please file the Certificate of Limited Partnership and provide the two (2) certified copies to Corporation Information Services, Inc.

Sincerely,



G. Stephen Manning
Counsel for American Ash
Recycling Corp of New England

GSM/ah

TELEPHONE
(904) 281-1001

TELECOPIER
(904) 286-0895
(904) 281-0853

FILED
DIVISION OF CORPORATIONS
JAN 9 1996
TALLAHASSEE, FLORIDA
96 JAN -9 PM 3:21

CERTIFICATE OF LIMITED PARTNERSHIP
OF
AMERICAN ASH RECYCLING OF NEW ENGLAND, LTD.
a Florida limited partnership

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -9 PM 3:21

1. The name of the limited partnership is American Ash Recycling of New England Ltd. (the "Partnership").
2. The principal place of business and mailing address of the Partnership is:

6622 Southpoint Drive, South
Suite 310
Jacksonville, Florida 32216
3. The name and address of the registered agent of the Partnership is:

American Ash Recycling Corp. of New England
6622 Southpoint Drive, South
Suite 310
Jacksonville, Florida 32216
4. The name and address of the sole General Partner of the Partnership is:

American Ash Recycling Corp. of New England
6622 Southpoint Drive, South
Suite 310
Jacksonville, Florida 32216
5. The latest date upon which the Partnership is to dissolve is December 31, 2050.

995000613834

IN WITNESS WHEREOF, the undersigned general partner of the American Ash Recycling of New England, Ltd. has executed this Certificate of Limited Partnership this 8TH day of January, 1996.

GENERAL PARTNER:

AMERICAN ASH RECYCLING CORP. OF NEW ENGLAND

By: _____

William R. Gibbes, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

1. The name of the partnership is American Ash Recycling of New England, Ltd., a Florida limited partnership (the "Partnership").

2. The amount of capital contributions of the Limited Partners and the amount anticipated to be contributed by the Limited Partners of the Partnership totals \$2,250,000.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNER:

AMERICAN ASH RECYCLING CORP. OF
NEW ENGLAND



William R. Gibbs, President

DATED: January 8, 1996

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SECRETARY OF
CORPORATIONS
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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for American Ash Recycling of New England, Ltd. at the place designated in this Certificate of Limited Partnership, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

AMERICAN ASH RECYCLING CORP. OF NEW
ENGLAND

By: W.R. Gibbs
William R. Gibbs, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -9 21

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