

A98000002678

Waste Reduction Systems, LP

Requestor's Name
8482 Old Kings Rd.
Address
Jacksonville, FL 32219
City/State/Zip Phone #

600002673006--3
-10/27/98--01010--001
***1750.00 ***1750.00

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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W. P. Verifier	

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 28, 1998

WASTE REDUCTION SYSTEMS, L.P.
8482 OLD KINGS ROAD
JACKSONVILLE, FL 32219

SUBJECT: WASTE REDUCTION SYSTEMS, L.P.
Ref. Number: W98000024418

We have received your document for WASTE REDUCTION SYSTEMS, L.P. and check(s) totaling \$1750.00 of which \$1750.00 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$35.00 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy (15 pages or less, \$1 for each additional page after initial 15 pages)	\$52.50
Registered Agent/Office Change	\$35
Name Reservation (120 days nonrenewable)	\$35
Amendment (other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions \$7 per \$1000 on increase only (\$52.50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50

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LP Annual Report

\$7 per \$1000 of invested capital
(\$52.50 minimum - \$437.50 maximum)
plus Supplemental Fee of \$138.75

Reinstatement

(\$500 for each year or part thereof the
partnership was revoked plus the delinquent
annual report fees)

You must add a limited partnership suffix to the name, such as LTD., LIMITED,
or LIMITED PARTNERSHIP.

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

The registered agent must sign accepting the designation.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 598A00052846

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CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida as follows:

1. Name of Limited Partnership. The name of the limited partnership is Waste Reduction Systems, Limited Partnership.
2. Conversion from General Partnership. This Limited Partnership was converted to a limited partnership from a general partnership effective February 28, 1997
3. Former Name. The former name of the general partnership was Waste Reduction Systems.
4. Vote for Conversion. The partners of Waste Reduction Systems unanimously voted for the conversion. There were two general partners of Waste Reduction Systems, both of whom voted for the conversion.
5. Office for Maintenance of Business Records. The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 8482 Old Kings Road, North, Jacksonville FL 32219.
6. Agent for Service of Process. The name and address of the Partnership's agent for service of process in Florida is A. Ray Pace, 8482 Old Kings Road, North, Jacksonville, FL 32219
7. General Partner. The name and business address of the General Partner in the Limited Partnership is as follows:

A. Ray Pace
8482 Old Kings Road North
Jacksonville, FL 32219

8. Address of Partnership. The mailing address of the Limited Partnership is

Waste Reduction Systems, Limited Partnership
8482 Old Kings Road North
Jacksonville FL 32219

9. Date of Dissolution. The latest date on which the Limited Partnership is to dissolve is December 31, 2050.

Dated: November 24, 1998 at Jacksonville, FL


A. RAY PACE, GENERAL PARTNER

Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who is the General Partnership of Waste Reduction Systems, Limited Partnership, declares that the capital contributions of all the Limited Partners in the Partnership are as follows:

1. The Limited Partnership have made capital contributions in the following amounts:

Name of Limited Partner	Amount of Contribution
<u>Fitzhugh Powell</u>	<u>50,000.00</u>
<u>Jesse E. Summers</u>	<u>50,000.00</u>
<u>A. Ray Pace</u>	<u>484,382.30</u>
<u>Green Earth Holdings, Inc.</u>	<u>120,994.72</u>

Dated: November 24, 1998

705,377.02

A. Ray Pace, General Partner

STATE OF Florida
COUNTY OF Duval

Sworn to and subscribed before me this 24th day of Nov., 1998.


Notary public



VICKI C. OAKLEY
COMMISSION # CC 654228
EXPIRES AUG 7, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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