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February 1, 2000

A99000001021

Via Federal Express
Florida Secretary of State
Bureau of Corporate Records/Limited Partnerships
409 East Gaines Street
Tallahassee, Florida 32399

RE: Southern Waste Systems, Ltd.
Document No.: A99000001021

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-02/02/00-01056-001
*****52.50 *****52.50

Dear Filing Clerk:

Enclosed herewith is our check in the amount of \$52.50, together with a Amendment to Agreement and Certificate of Limited Partnership of Southern Waste Systems, Ltd. Please file and return a date-stamped copy to our office at your earliest convenience.

Very truly yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By: *Laura McNeill*
Laura McNeill, Certified Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 10, 2000

LAURA MCNEILL
JONES FOSTER JOHNSTON & STUBBS, P.A.
P.O. BOX 3475
WEST PALM BEACH, FL 33402-3475

SUBJECT: SOUTHERN WASTE SYSTEMS, LTD.
Ref. Number: A99000001021

We have received your document for SOUTHERN WASTE SYSTEMS, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document "Certificate of Amendment."

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 400A00006930

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TALLHASSEE, FLORIDA

**CERTIFICATE OF
AMENDMENT TO AGREEMENT
AND CERTIFICATE
OF LIMITED PARTNERSHIP OF
SOUTHERN WASTE SYSTEMS, LTD.**

This Amendment (the "Amendment") amends the Certificate of Limited Partnership of Southern Waste Systems, Ltd., a Florida Limited Partnership (the "Limited Partnership"), filed on June 24, 1999, as Document No. A99000001021 in the office of the Secretary of State of the State of Florida (the "Agreement").

WHEREAS, the General Partners, Robert Lomangino and Charles Gusmano have withdrawn as General Partners, and the Limited Partners by unanimous written consent (the "Written Consent") have consented to the withdrawal of Robert Lomangino and Charles Gusmano, as the General Partners; and

WHEREAS, Robert Lomangino and Charles Gusmano have assigned all of their percentage interests in the Limited Partnership to BCA Holding Corp. ("BCA"), a Florida corporation; and

WHEREAS, the Limited Partners by written consent have designated a successor General Partner, who shall be admitted to the Limited Partnership as a substitute General Partner; and

WHEREAS, the Limited Partners by written consent have designated BCA, as the successor General Partner of the Limited Partnership; and

WHEREAS, BCA has agreed to serve as a successor General Partner of the Limited Partnership, on the condition that it shall have no liability for any acts, failure to act, or any other liabilities of Robert Lomangino and Charles Gusmano or the Limited Partnership prior to the effective date of this Amendment.

NOW THEREFORE, for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, the Agreement is hereby amended by the General Partner, the Limited Partners by Written Consent as follows:

1. Effective upon the date hereof, the "General Partner" is defined as BCA Holding Corp., a Florida corporation.
2. The address of the General Partner is as follows:

BCA Holding Corp.
520 South Beach Road
Hobe Sound, Florida 33455

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3. The Agreement is amended by the addition of the following:

The Limited Partnership acknowledges that the Limited Partners, by Written Consent, have consented to a withdrawal of Robert Lomangino and Charles Gusmano, as the General Partners, and have further consented to the disposition of their interest in the Limited Partnership to BCA. The Limited Partners by Written Consent have designated BCA as the successor General Partner of the Limited Partnership and have agreed that BCA shall have no liability for any acts, failure to act, or any liabilities of Robert Lomangino and Charles Gusmano or the Limited Partnership prior to the effective date of this Amendment. BCA shall have all the rights and obligations of the General Partner and shall be the substitute General Partner hereunder, effective as of the date of this Amendment.

4. Except as herein amended, all of the terms and conditions of the Agreement shall remain as set forth therein.

IN WITNESS WHEREOF, BCA Holding Corp., the Sole General Partner has executed this Amendment this 31st day of January, 2000 and hereby certifies that by Written Consent, the Limited Partners have approved this Amendment.

This Amendment is being filed in accordance with Section 620.109, Florida Statutes.

GENERAL PARTNER:

BCA HOLDING CORP.
a Florida corporation

By: 
Charles Gusmano, President

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