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G. Stephen Manning, P.A.

219 NORTH NEWNAN STREET  
SUITE 400

JACKSONVILLE, FLORIDA 32202

PLEASE REPLY TO:

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January 16, 1998

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(904) 358-8195  
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G. STEPHEN MANNING  
MEMBER FL AND KY BARS

200002405162--3  
-01/20/98--01105--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Qualification/Tax Lien Section  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: Registration of Peerless Waste Industries, Inc., a Delaware Corporation,  
as Foreign Corporation**

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check in the amount of \$78.75 are submitted to register the above referenced foreign corporation to transact business in Florida and for a Certificate of Status.

Please returned all correspondence concerning this matter to the undersigned.

Sincerely,

  
G. Stephen Manning

GSM/mlo

cc: Kevin R. Kohn

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:*

1. Peerless Waste Industries, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 59-3485726  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 17, 1997 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1998  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 9471 Baymeadows Road, Suite 302  
Jacksonville, FL 32256  
(Current mailing address)

8. Engage in any lawful act or activity for which corporation may be organized under the General Corporation Law of Delaware  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

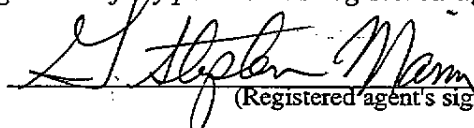
Name: G. Stephen Manning

Office Address: 219 N. Newnan St., Suite 400

Jacksonville, Florida, 32202  
(Zip Code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.*

  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: Natalie Ogletree

Address: 9471 Baymeadows Road, Suite 302

Jacksonville, FL 32256

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Kevin R. Kohn

Address: 9471 Baymeadows Road, Suite 302

Jacksonville, FL 32256

Director: Donald F. Harwell

Address: 9471 Baymeadows Road, Suite 302

Jacksonville, FL 32256

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: Kevin R. Kohn

Address: 9471 Baymeadows Road, Suite 302

Jacksonville, FL 32256

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: G. Stephen Manning


Address: 219 N. Newman Street, Suite 400

Jacksonville, FL 32202

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kevin R. Kohn, President  
(Typed or printed name and capacity of person signing application)

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PEERLESS WASTE INDUSTRIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 1997.



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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