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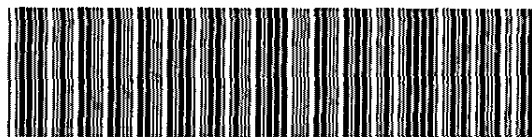
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GRAY | ROBINSON
ATTORNEYS AT LAW

R. Lee Bennett

407-244-5631

RBENNETT@GRAY-ROBINSON.COM

SUITE 1400
301 EAST PINE STREET (32801)
P.O. BOX 3068
ORLANDO, FL 32802-3068
TEL 407-843-8880
FAX 407-244-5690
gray-robinson.com

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October 14, 2004

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Amended and Corrected Articles of Share Exchange of Waste Pro of
Florida, Inc., a Florida corporation, with Waste Pro USA, Inc., a Florida corporation

Dear Sir or Madam:

Enclosed are the original and one (1) copy of the Amended and Corrected Articles of Share Exchange of Waste Pro of Florida, Inc., a Florida corporation, with Waste Pro USA, Inc., a Florida corporation and its attachment, Exhibit "A."

Please file the Amended and Corrected Articles of Share Exchange with an effective date of January 1, 2003, indicate the filing on the enclosed copy, and return the copy to the undersigned.

Also enclosed is our firm's check in the amount of \$35.00 to cover the filing fee. Thank you.

Yours very truly,


R. Lee Bennett

RLB:nbc
Enclosures a/s

**AMENDED AND CORRECTED
ARTICLES OF SHARE EXCHANGE
OF
WASTE PRO OF FLORIDA, INC., a Florida corporation,
WITH
WASTE PRO USA, INC., a Florida corporation**

FILED
04 OCT 18 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF SHARE EXCHANGE between Waste Pro of Florida, Inc., a Florida corporation with its principal place of business located at 2101 W. SR 434, Suite 301, Longwood, Florida 32779 ("Acquiree") and Waste Pro USA, Inc., a Florida corporation with its principal place of business located at 2101 W. SR 434, Suite 315, Longwood, Florida 32779 ("Acquiror").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), Acquiree and Acquiror adopt the following Articles of Share Exchange:

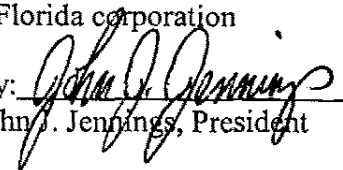
1. An Agreement and Plan of Share Exchange dated effective January 1, 2003 ("Agreement"), between Acquiree and Acquiror was recommended to the equity owners of uncertificated shares of the Acquiree by the Board of Directors of Acquiree on January 1, 2003, was approved and adopted by the owners of uncertificated common stock of Acquiree on January 1, 2003, and was approved and adopted by the Board of Directors of Acquiror effective as of January 1, 2003.
2. Under the Agreement, all present right and entitlement to shares of Acquiree's common stock will be exchanged for an equal number of Acquiror's authorized common stock and Acquiree will become a wholly owned subsidiary of Acquiror.
3. The Amended and Corrected Plan of Share Exchange is attached hereto as Exhibit "A" and incorporated by reference as if fully set forth.
4. The date of the effectiveness of the Share Exchange was January 1, 2003, the Effective Date set forth in the Plan of Share Exchange.

IN WITNESS WHEREOF, the parties have set their hands on 9-15, 2004.

ACQUIREE:
WASTE PRO OF FLORIDA, INC.,
a Florida corporation

By: 
David L. Danford, President

ACQUIROR:
WASTE PRO USA, INC.,
a Florida corporation

By: 
John J. Jennings, President

FILED
04 OCT 18 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

**AMENDED AND CORRECTED
PLAN OF SHARE EXCHANGE**

This Amended and Corrected Plan of Share Exchange ("Plan") is entered into between Waste Pro USA, Inc., a Florida corporation, with its principal offices located at 2101 W. SR 434, Suite 315, Longwood, Florida 32779 ("Acquiror") and Waste Pro of Florida, Inc., a Florida corporation with its principal offices located at 2101 W. SR 434, Suite 301, Longwood, Florida 32779 ("Acquiree").

The purpose of this amendment and correction is to restate the Effective Date of the Share Exchange. The actual Effective Date when Waste Pro of Florida, Inc. became a subsidiary for business operations and accounting function purposes occurred on January 1, 2003. The Share Exchange documentation that memorialized the Share Exchange were finalized on April 21, 2003. Accordingly, the Plan of Share Exchange is amended and corrected to reflect the actual Effective Date of the transaction.

1. Exchange of Shares. All of the owners of uncertificated shares of Acquiree not dissenting from this Plan shall exchange all of their entitlement to issued shares of the common stock of Acquiree on a 1:1 ratio for an equal number of issued shares of common stock of Acquiror. As of January 1, 2003 (the "Effective Date"), Acquiree shall become a wholly owned subsidiary of Acquiror. Share certificates of Acquiree's stock have not been, and will not be, issued prior to the exchange, but Acquiree has acknowledged that each person identified on Exhibit "A" attached hereto has the present right and entitlement to have issued in their names shares of Acquiree's common stock listed adjacent to their names, and for purposes of this Plan, shall be called shareholders of Acquiree.

2. Satisfaction of Rights of Shareholders. All shares of Acquiror's stock into which shares of Acquiree's stock rights and uncertificated shares shall be converted after exchange shall be deemed to have been paid in full, in complete satisfaction of the consideration for such shares of Acquiror's shares issued to Acquiree's shareholders.

3. Supplemental Action. If at any time after the Effective Date, Acquiror or Acquiree shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Acquiror or Acquiree, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan.

4. Filing with the Florida Secretary of State and Effective Date. At the Closing, as provided in the Agreement and Plan of Share Exchange of which this Plan is a part, Acquiror and Acquiree shall cause their respective Presidents to execute Articles of Share Exchange in the form attached to this Plan and, on execution, this Plan shall be deemed incorporated by reference into the Articles of Share Exchange as if fully set forth in such Articles and shall become an

exhibit to such Articles of Share Exchange. Thereafter, the Articles of Share Exchange shall be delivered for filing to the Florida Secretary of State.

5. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by Acquiror or Acquiree by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of Acquiree by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with § 607.1103 of the Act.

6. Termination. At any time before the Effective Date (whether before or after filing the Articles of Share Exchange), this Plan may be terminated and the share exchange abandoned by mutual consent of the Boards of Directors of both corporations, notwithstanding favorable action by the shareholders of Acquiree.

7. Dissenter's Rights. The Shareholders of Acquiree have received notice of their right to Dissent pursuant to F.S. Chapter 607 of the Act along with copies of F.S. 607.1301, 607.1302 and 607.1320, attached hereto as Exhibit "B," and have waived their respective right to Dissent.

#165339v3

EXHIBIT "A"

WASTE PRO OF FLORIDA, INC. EQUITY OWNERSHIP

		<u>Number of Shares of Common Stock Of Waste Pro of Florida, Inc. presently entitled to have issued</u>
	<u>Name</u>	
1.	Sean M. Jennings	1,200,000
2.	Christina L. Jennings	1,600,000
3.	John J. Jennings	900,000
4.	Wendy Jennings	900,000
5.	David Danford	50,000
6.	Fred V. Wood and Marlana Wood, as tenants by the entirety	20,000
7.	Charles L. Ewing and Martha Ewing, as tenants by the entirety	116,000
8.	Louis Forte and Cheryl Forte, as tenants by the entirety	40,000
9.	Mary Murray	40,000
10.	Charlie Green	20,000
11.	Wesley R. Harrell	6,000
12.	Benny Diciacco	6,000
13.	Robert J. Hyres	50,000

EXHIBIT "B"

The 2002 Florida Statutes

607.1301 Dissenters' rights; definitions.--The following definitions apply to ss. 607.1302 and 607.1320:

- (1) "Corporation" means the issuer of the shares held by a dissenting shareholder before the corporate action or the surviving or acquiring corporation by merger or share exchange of that issuer.
- (2) "Fair value," with respect to a dissenter's shares, means the value of the shares as of the close of business on the day prior to the shareholders' authorization date, excluding any appreciation or depreciation in anticipation of the corporate action unless exclusion would be inequitable.
- (3) "Shareholders' authorization date" means the date on which the shareholders' vote authorizing the proposed action was taken, the date on which the corporation received written consents without a meeting from the requisite number of shareholders in order to authorize the action, or, in the case of a merger pursuant to s. 607.1104, the day prior to the date on which a copy of the plan of merger was mailed to each shareholder of record of the subsidiary corporation.

607.1302 Right of shareholders to dissent.--

- (1) Any shareholder of a corporation has the right to dissent from, and obtain payment of the fair value of his or her shares in the event of, any of the following corporate actions:
 - (a) Consummation of a plan of merger to which the corporation is a party:
 1. If the shareholder is entitled to vote on the merger, or
 2. If the corporation is a subsidiary that is merged with its parent under s. 607.1104, and the shareholders would have been entitled to vote on action taken, except for the applicability of s. 607.1104;
 - (b) Consummation of a sale or exchange of all, or substantially all, of the property of the corporation, other than in the usual and regular course of business, if the shareholder is entitled to vote on the sale or exchange pursuant to s. 607.1202, including a sale in dissolution but not including a sale pursuant to court order or a sale for cash pursuant to a plan by which all or substantially all of the net proceeds of the sale will be distributed to the shareholders within 1 year after the date of sale;
 - (c) As provided in s. 607.0902(11), the approval of a control-share acquisition;
 - (d) Consummation of a plan of share exchange to which the corporation is a party as the corporation the shares of which will be acquired, if the shareholder is entitled to vote on the plan;
 - (e) Any amendment of the articles of incorporation if the shareholder is entitled to vote on the amendment and if such amendment would adversely affect such shareholder by:
 1. Altering or abolishing any preemptive rights attached to any of his or her shares;
 2. Altering or abolishing the voting rights pertaining to any of his or her shares, except as such rights may be affected by the voting rights of new shares then being authorized of any existing or new class or series of shares;
 3. Effecting an exchange, cancellation, or reclassification of any of his or her shares, when such exchange, cancellation, or reclassification would alter or abolish the shareholder's voting rights or alter his or her percentage of equity in the corporation, or effecting a reduction or cancellation of accrued dividends or other arrearages in respect to such shares;
 4. Reducing the stated redemption price of any of the shareholder's redeemable shares, altering or abolishing any provision relating to any sinking fund for the redemption or purchase of any of

his or her shares, or making any of his or her shares subject to redemption when they are not otherwise redeemable;

5. Making noncumulative, in whole or in part, dividends of any of the shareholder's preferred shares which had theretofore been cumulative;

6. Reducing the stated dividend preference of any of the shareholder's preferred shares; or

7. Reducing any stated preferential amount payable on any of the shareholder's preferred shares upon voluntary or Involuntary liquidation; or

(f) Any corporate action taken, to the extent the articles of incorporation provide that a voting or nonvoting shareholder is entitled to dissent and obtain payment for his or her shares.

(2) A shareholder dissenting from any amendment specified in paragraph (1)(e) has the right to dissent only as to those of his or her shares which are adversely affected by the amendment.

(3) A shareholder may dissent as to less than all the shares registered in his or her name. In that event, the shareholder's rights shall be determined as if the shares as to which he or she has dissented and his or her other shares were registered in the names of different shareholders.

(4) Unless the articles of incorporation otherwise provide, this section does not apply with respect to a plan of merger or share exchange or a proposed sale or exchange of property, to the holders of shares of any class or series which, on the record date fixed to determine the shareholders entitled to vote at the meeting of shareholders at which such action is to be acted upon or to consent to any such action without a meeting, were either registered on a national securities exchange or designated as a national market system security on an interdealer quotation system by the National Association of Securities Dealers, Inc., or held of record by not fewer than 2,000 shareholders.

(5) A shareholder entitled to dissent and obtain payment for his or her shares under this section may not challenge the corporate action creating his or her entitlement unless the action is unlawful or fraudulent with respect to the shareholder or the corporation.

607.1320 Procedure for exercise of dissenters' rights.--

(1)(a) If a proposed corporate action creating dissenters' rights under s. 607.1302 is submitted to a vote at a shareholders' meeting, the meeting notice shall state that shareholders are or may be entitled to assert dissenters' rights and be accompanied by a copy of ss. 607.1301, 607.1302, and 607.1320. A shareholder who wishes to assert dissenters' rights shall:

1. Deliver to the corporation before the vote is taken written notice of the shareholder's intent to demand payment for his or her shares if the proposed action is effectuated, and

2. Not vote his or her shares in favor of the proposed action. A proxy or vote against the proposed action does not constitute such a notice of intent to demand payment.

(b) If proposed corporate action creating dissenters' rights under s. 607.1302 is effectuated by written consent without a meeting, the corporation shall deliver a copy of ss. 607.1301, 607.1302, and 607.1320 to each shareholder simultaneously with any request for the shareholder's written consent or, if such a request is not made, within 10 days after the date the corporation received written consents without a meeting from the requisite number of shareholders necessary to authorize the action.

(2) Within 10 days after the shareholders' authorization date, the corporation shall give written notice of such authorization or consent or adoption of the plan of merger, as the case may be, to each shareholder who filed a notice of intent to demand payment for his or her shares pursuant to paragraph (1)(a) or, in the case of action authorized by written consent, to each shareholder, excepting any who voted for, or consented in writing to, the proposed action.

(3) Within 20 days after the giving of notice to him or her, any shareholder who elects to dissent shall file with the corporation a notice of such election, stating the shareholder's name and address, the number, classes, and series of shares as to which he or she dissents, and a demand for payment of the fair value of his or her shares. Any shareholder failing to file such election to dissent within the period set forth shall be bound by the terms of the proposed corporate action. Any shareholder filing an election to dissent shall deposit his or her certificates for certificated shares with the corporation simultaneously with the filing of the election to dissent. The corporation may restrict the transfer of uncertificated shares from the date the shareholder's election to dissent is filed with the corporation.

(4) Upon filing a notice of election to dissent, the shareholder shall thereafter be entitled only to payment as provided in this section and shall not be entitled to vote or to exercise any other rights of a shareholder. A notice of election may be withdrawn in writing by the shareholder at any time before an offer is made by the corporation, as provided in subsection (5), to pay for his or her shares. After such offer, no such notice of election may be withdrawn unless the corporation consents thereto. However, the right of such shareholder to be paid the fair value of his or her shares shall cease, and the shareholder shall be reinstated to have all his or her rights as a shareholder as of the filing of his or her notice of election, including any intervening preemptive rights and the right to payment of any intervening dividend or other distribution or, if any such rights have expired or any such dividend or distribution other than in cash has been completed, in lieu thereof, at the election of the corporation, the fair value thereof in cash as determined by the board as of the time of such expiration or completion, but without prejudice otherwise to any corporate proceedings that may have been taken in the interim, if:

(a) Such demand is withdrawn as provided in this section;

(b) The proposed corporate action is abandoned or rescinded or the shareholders revoke the authority to effect such action;

(c) No demand or petition for the determination of fair value by a court has been made or filed within the time provided in this section; or

(d) A court of competent jurisdiction determines that such shareholder is not entitled to the relief provided by this section.

(5) Within 10 days after the expiration of the period in which shareholders may file their notices of election to dissent, or within 10 days after such corporate action is effected, whichever is later (but in no case later than 90 days from the shareholders' authorization date), the corporation shall make a written offer to each dissenting shareholder who has made demand as provided in this section to pay an amount the corporation estimates to be the fair value for such shares. If the corporate action has not been consummated before the expiration of the 90-day period after the shareholders' authorization date, the offer may be made conditional upon the consummation of such action. Such notice and offer shall be accompanied by:

(a) A balance sheet of the corporation, the shares of which the dissenting shareholder holds, as of the latest available date and not more than 12 months prior to the making of such offer; and

(b) A profit and loss statement of such corporation for the 12-month period ended on the date of such balance sheet or, if the corporation was not in existence throughout such 12-month period, for the portion thereof during which it was in existence.

(6) If within 30 days after the making of such offer any shareholder accepts the same, payment for his or her shares shall be made within 90 days after the making of such offer or the consummation of the proposed action, whichever is later. Upon payment of the agreed value, the dissenting shareholder shall cease to have any interest in such shares.

(7) If the corporation fails to make such offer within the period specified therefor in subsection (5) or if it makes the offer and any dissenting shareholder or shareholders fail to accept the same

within the period of 30 days thereafter, then the corporation, within 30 days after receipt of written demand from any dissenting shareholder given within 60 days after the date on which such corporate action was effected, shall, or at its election at any time within such period of 60 days may, file an action in any court of competent jurisdiction in the county in this state where the registered office of the corporation is located requesting that the fair value of such shares be determined. The court shall also determine whether each dissenting shareholder, as to whom the corporation requests the court to make such determination, is entitled to receive payment for his or her shares. If the corporation fails to institute the proceeding as herein provided, any dissenting shareholder may do so in the name of the corporation. All dissenting shareholders (whether or not residents of this state), other than shareholders who have agreed with the corporation as to the value of their shares, shall be made parties to the proceeding as an action against their shares. The corporation shall serve a copy of the initial pleading in such proceeding upon each dissenting shareholder who is a resident of this state in the manner provided by law for the service of a summons and complaint and upon each nonresident dissenting shareholder either by registered or certified mail and publication or in such other manner as is permitted by law. The jurisdiction of the court is plenary and exclusive. All shareholders who are proper parties to the proceeding are entitled to judgment against the corporation for the amount of the fair value of their shares. The court may, if it so elects, appoint one or more persons as appraisers to receive evidence and recommend a decision on the question of fair value. The appraisers shall have such power and authority as is specified in the order of their appointment or an amendment thereof. The corporation shall pay each dissenting shareholder the amount found to be due him or her within 10 days after final determination of the proceedings. Upon payment of the judgment, the dissenting shareholder shall cease to have any interest in such shares.

(8) The judgment may, at the discretion of the court, include a fair rate of interest, to be determined by the court.

(9) The costs and expenses of any such proceeding shall be determined by the court and shall be assessed against the corporation, but all or any part of such costs and expenses may be apportioned and assessed as the court deems equitable against any or all of the dissenting shareholders who are parties to the proceeding, to whom the corporation has made an offer to pay for the shares, if the court finds that the action of such shareholders in falling to accept such offer was arbitrary, vexatious, or not in good faith. Such expenses shall include reasonable compensation for, and reasonable expenses of, the appraisers, but shall exclude the fees and expenses of counsel for, and experts employed by, any party. If the fair value of the shares, as determined, materially exceeds the amount which the corporation offered to pay therefor or if no offer was made, the court in its discretion may award to any shareholder who is a party to the proceeding such sum as the court determines to be reasonable compensation to any attorney or expert employed by the shareholder in the proceeding.

(10) Shares acquired by a corporation pursuant to payment of the agreed value thereof or pursuant to payment of the judgment entered therefor, as provided in this section, may be held and disposed of by such corporation as authorized but unissued shares of the corporation, except that, in the case of a merger, they may be held and disposed of as the plan of merger otherwise provides. The shares of the surviving corporation into which the shares of such dissenting shareholders would have been converted had they assented to the merger shall have the status of authorized but unissued shares of the surviving corporation.