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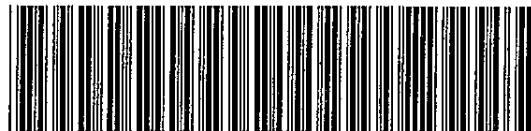
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Watkins Ludlam Winter & Stennis, P.A.
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MEMBER: MERITAS LAW FIRMS WORLDWIDE

April 22, 2005

Gulfport, Mississippi
Jackson, Mississippi
New Orleans, Louisiana
Olive Branch, Mississippi

Cody W. Waters
Shareholder
Resident in Gulfport
Direct Dial (228) 822-8507
Main (228) 864-3094
cwaters@watkinsludlam.com

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
#7002 2410 004 0646 8347

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Delta Sanitation of Florida, LLC

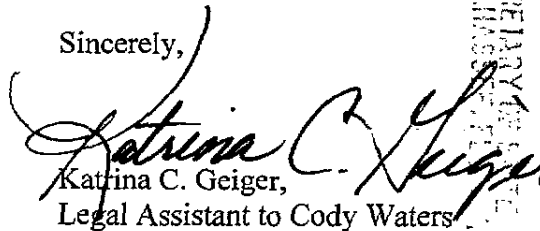
Dear Sir/Madam:

Enclosed please find the original and one copy of the Amended and Restated Articles of Organization, the original of which I would appreciate your filing and the copy of which I would appreciate your returning to me stamped "Filed".

Also, enclosed please find our firm check in the amount of \$25.00 representing the filing fee.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Katrina C. Geiger,
Legal Assistant to Cody Waters

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TALLAHASSEE, FL
SECRETARY OF STATE

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
DELTA SANITATION OF FLORIDA, LLC**

The undersigned, acting as an authorized member of Delta Sanitation of Florida, LLC, a Florida limited liability company (the "Company"), whose Articles of Organization were originally filed with the Florida Department of State on May, 7, 2003, adopts the following Amended and Restated Articles of Organization of the Company:

ARTICLE I

Name

The name of the Company is Delta Sanitation of Florida, LLC.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Company is 4600 W. Cypress Street, Suite 500, Tampa, FL 33607.

ARTICLE III

Registered Agent and Office

The street address of the initial registered office of the Company is 4600 W. Cypress Street, Suite 500, Tampa, FL 33607, and the name of its initial registered agent at that address is, Al R. Lopez, Jr., Esquire.

ARTICLE IV

Management

The Company shall be a manager-managed company.

These Amended and Restated Articles of Organization are being filed pursuant to Section 608.411 of the Florida Statutes and have been duly executed by the undersigned authorized member of the Company on this 22nd day of April, 2005.

MEMBER:



Wallace Carter