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GLENN RASMUSSEN

NO. 60 1P

5 of 1

L04000048099

Florida Department of State
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Account Number : T19990000156
Phone : (813)229-3333
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LIMITED LIABILITY AMENDMENT

REGEN POLYMER PRODUCTS, LLC

Certificate of Status	0
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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
REGEN POLYMER PRODUCTS, LLC**

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TALLAHASSEE, FLORIDA

The undersigned authorized representative executes these Amended and Restated Articles of Organization to amend and restate in their entirety the Articles of Organization of Regen Polymer Products, LLC (the "*Company*"), a Florida limited liability company, that were filed with the Florida Department of State on June 25, 2004, and assigned document number L04000048099. These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with section 608.411 of the Florida Limited Liability Company Act. The Amended and Restated Articles of Organization of the Company are as follows:

ARTICLE I. NAME

The name of the limited liability company is REGEN POLYMER PRODUCTS, LLC.

ARTICLE II. ADDRESS

The mailing and street address of the principal office of the limited liability company is 2204 S. Exmoor Street, Tampa, Florida 33629.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent is Errol J. Menke, 2204 S. Exmoor Street, Tampa, Florida 33629.

ARTICLE IV. MANAGEMENT

The business of the limited liability company will be managed by managers who will be elected by the members of the limited liability company in the manner set forth in its Operating Agreement. The managers have the power and authority, to the exclusion of the members, to manage the affairs and business of the limited liability company and will hold the offices and have the responsibilities that are conferred on them in the Operating Agreement of the limited liability company. A member of the limited liability company does not have any authority to incur any contractual liability or obligation on behalf of the limited liability company, unless the member is a manager of the limited liability company.

ARTICLE V. PURPOSE, POWERS, AND AUTHORITY

The limited liability company is organized for all lawful purposes, except banking and insurance. In furtherance of its purpose, the limited liability company has full power and authority to do all acts and things authorized by law to carry out its affairs and business, including without limitation the power and authority to do everything described in section 608.404 of the Florida Limited Liability Company Act.

Marc Chambers
100 S. Ashley Drive
Suite 1300
Tampa, FL 33602
(813) 229-3333
Florida Bar No. 0689034

ARTICLE VI. RESTRICTIONS

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In connection with the adoption and filing of these Amended and Restated Articles of Organization, the Company is entering into an Asset Purchase Agreement dated on or about July 30, 2004 (the "Agreement"), pursuant to which the Company is acquiring from Ravago America Corporation ("Seller"), a Texas corporation, the assets of a recycling and compounding business owned by Seller (the "Business") and is issuing to Seller two promissory notes in the aggregate principal amount of \$2,336,000 (together, the "Notes").

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Until the Notes have been paid in full and unless Seller has otherwise consented:

1. the Company may only engage in the Business;
2. the Company may not engage in any dissolution, liquidation, consolidation (except for tax purposes), merger, or asset sale;
3. the unanimous vote or consent of its members is required to file, or to consent to the filing of, a bankruptcy or insolvency petition or to otherwise institute insolvency proceedings with respect to the Company;
4. the Company may not incur any indebtedness in excess of \$3,500,000 (except that the Company may freely incur trade payables in the ordinary course of its business);
5. a vote of a majority of the remaining members of the Company is sufficient to continue the life of the Company in the event of a termination event and the Company will not dissolve, liquidate, or terminate on the death, bankruptcy, insolvency, dissolution, liquidation, termination, resignation, removal, or incapacity of any member of the Company;
6. the Company may not amend any of the provisions of this Article VI; and
7. the Company must:
 - (a) maintain its books and records separate from any other person or entity;
 - (b) maintain its accounts separate from any other person or entity;
 - (c) not commingle its assets with the assets of any other entity;
 - (d) conduct its own business in its own name;
 - (e) maintain separate financial statements;
 - (f) pay its own liabilities out of its own funds;
 - (g) observe all Florida limited liability company formalities;
 - (h) maintain an arm's-length relationship with its affiliates;
 - (i) pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;

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(j) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;

(k) not acquire obligations or securities of its members;

(l) allocate fairly and reasonably any overhead for shared office space;

(m) use separate stationery, invoices, and checks;

(n) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;

(o) hold itself out as a separate entity;

(p) correct any known misunderstanding regarding its separate identity; and

(q) maintain adequate capital in light of its contemplated business operations.

DATE: July 28, 2004

By:

Errol A. Menke, Manager

2213-016 MA Amended Articles of Organization (7-28-04)

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ACCEPTANCE OF REGISTERED AGENT

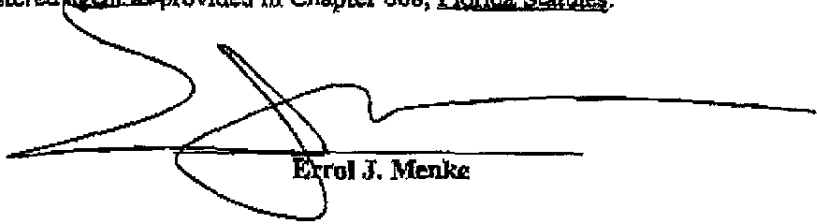
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Having been named as registered agent and to accept service of process for the limited liability company named above at the place designated in these Amended and Restated Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in that capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent. The undersigned is familiar with, and accepts, the obligations of registered agent as provided in Chapter 608, Florida Statutes.

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FLORIDA

DATE: July 28, 2004



Errol J. Menke