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FAX NO.

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Division of Corporations

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Florida Department of State
Division of Corporations
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BAKER-ARRINGTON, LLC

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AUG 28 2009

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED & RESTATED
ARTICLES OF ORGANIZATION
OF
BAKER-ARRINGTON, LLC**

THESE AMENDED & RESTATED ARTICLES OF ORGANIZATION (the "*Amended & Restated Articles*") of BAKER-ARRINGTON, LLC, a Florida limited liability company, are submitted in accordance with §608.411(4) of the Florida Limited Liability Company Act (the "*Act*") for purposes of amending and restating the Articles of Organization of BAKER-ARRINGTON, LLC in their entirety. From and after the date of filing hereof, the Amended & Restated Articles shall be as set forth in Article SECOND below.

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FIRST: The information required by §608.411(4) of the Act is as follows:

- (i) The limited liability company's present name is "BAKER-ARRINGTON, L.L.C."
- (ii) The Articles of Organization were filed July 3, 2007.
- (iii) These Amended and Restated Articles will take effect at the time and date on which they are filed with the Florida Department of State.
- (iv) These Amended & Restated Articles have been duly executed and are being filed in accordance with §608.411 of the Act.

SECOND: The Amended & Restated Articles of BAKER-ARRINGTON, LLC are as follows:

**ARTICLE I
NAME**

The name of this limited liability company (the "*Company*") is "SOUTHEAST WASTE CONVERSION, LLC."

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing and street address of the principal office of the Company is as follows:

500 W. Fulton Street
Sanford, Florida 32771

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ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE

In accordance with Section 608.409(1), Florida Statutes, the Company's existence began on the date on which the Articles of Organization of the Company were filed with the Florida Department of State.

ARTICLE IV
REGISTERED AGENT

The address of the Registered Office and the Registered Agent of the Company at such address are as follows:

D. Scott Baker, Esq.
c/o Zimmerman, Kiser & Sutcliffe, P.A.
315 E. Robinson Street, Suite 600
Orlando, Florida 32801

ARTICLE V
MANAGEMENT

The Company is to be a member-managed company. The names and addresses of the managing members are as follows:

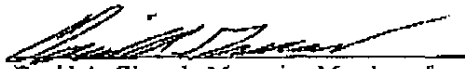
William Baker, LLC
15330 SE 55th Place Road
Ocklawaha, Florida 32719

Larry Arrington
1010 Camphor Lane
Deland, Florida 32720

Galaxy Plus, L.L.C.
500 W. Fulton Street
Sanford, Florida 32771

ARTICLE VI
APPLICABLE LAW

The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.


David A. Gierach, Managing Member of
Galaxy Plus, L.L.C.
Authorized Representative

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ACCEPTANCE OF DESIGNATION

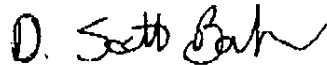
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OF

REGISTERED AGENT

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 608 of the Florida Statutes.



D. Scott Baker