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**Robles & Gonzalez, P.A.**

ATTORNEYS AT LAW  
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MIAMI, FLORIDA 33131-2026  
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LOUIS B. ROBLES\*  
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MICHAEL A. PFUNDSTEIN  
O. OLIVER WRIGHT  
RAFAEL J. POZO  
RAYMOND W. VALORI

\*MEMBER FL, CO & TX BAH  
\*\*MEMBER FL, D.C., TX, CO & NY BAH  
\*\*BOARD CERTIFIED CIVIL TRIAL ATTORNEY

February 15, 1996

300001726403  
-02/28/96--01046--003  
\*\*\*\*293.75 \*\*\*\*293.75

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Global Guardian Marketing, Inc.  
Global Guardian Recycling, Inc.  
Global Guardian Resource Recovery, Corp.  
Integrated Waste Services, Inc.

FILED  
96 FEB 19 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

I hand you two original sets of Articles of Amendment to Articles of Incorporation of each of the above-referenced Florida corporations. We would appreciate your immediate filing of these Articles of Amendment.

Also, please be advised that we are simultaneously filing, and enclose two original sets of the Articles of Organization for:

*Mr. Robles, Secy gave  
Auth to add manager  
to Art. IV 2.26.26*

Global Guardian Marketing, L.C.  
Global Guardian Recycling, L.C.  
Global Guardian Resource Recovery, L.C.  
Integrated Waste Services, L.C.  
Global Guardian, L.C.

*Dmc*

Obviously, because of the similarity of the names of the first four L.C.s with the corporations, we would not want the division to return these articles because of a conflict and have therefor submitted them for filing altogether.

I am also acknowledging the agreement and consent of Global Guardian U.S.A., Inc., as it's chief executive officer, to the organization of the L.C. known as Global Guardian, L.C.

Finally, please supply us with the forms required to register a fictitious name with your office. I enclose a postage prepaid return envelope for your convenience.

Thank you for your cooperation in this matter.

Sincerely Yours,

  
LOUIS S. ROBLES

LSR/kkc  
Enclosures

**TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 33124

**SUBJECT: INTEGRATED WASTE SERVICES, L.C.**

Enclosed is an original and one (1) copy of the articles of organization and a check for:

- ( ) \$285.00. Filing fee and registered agent designation
- (x) \$293.75. Filing fee, registered agent designation and certificate.
- ( ) \$337.50. Filing fee, registered agent designation and certified copy.
- ( ) \$346.25. Filing fee, registered agent designation, certified copy, and certificate.

**FROM: LAWRENCE NATINSKY**  
1390 South Dixie Hwy., Suite 1204  
Coral Gables, FL 33146

**NOTE:** Please provide the original and one copy of the articles.

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name**

INTEGRATED WASTE SERVICES, L.C.

**ARTICLE II - Address**

1390 South Dixie Hwy., Suite 1204  
Coral Gables, FL 33146

**ARTICLE III - Duration**

Until December 31, 2024

**ARTICLE IV - Management (Manager)**

LAWRENCE NATINSKY  
1390 South Dixie Hwy., Suite 1204  
Coral Gables, FL 33146

**ARTICLE V - Admission of Additional Members**

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

A new Member may be admitted into the Company if: (i) a majority in voting interest of the other Members approve of such admission; and (ii) said new Member executes such instruments as a majority in voting interest of the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted to be bound by all of the covenants, terms and conditions of this agreement then in effect.

Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of the Company in an

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

amount to be determined by a majority in voting interest of the other Members at the time of said admission.

**ARTICLE VI - Members Rights to Continue Business:**

The remaining members of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company upon the agreement of majority in voting interest to continue the business.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

**FILED**

96 FEB 19 PM 2:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of

**Integrated Waste Services, L.C.**

deposes and says:

1. the above named limited liability company has at least two members.
2. the total amount of cash contributed by the member(s) is:  
\$1,000.00
3. the agreed value of property other than cash contributed by member(s)  
\$ -0-
4. the amount of cash or property anticipated to be contributed by member(s) is:  
\$ -0-
5. the total amount of 2, 3, and 4 is: \$1,000.00

  
(Signature) Lawrence Natinsky, February 16, 1996.

Signature of a member or authorized representative of a member.  
(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

96 FEB 19 PH 2:24

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.150, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

**Integrated Waste Services, L.C.**

2. The name and address of the registered agent and office is:

**LAWRENCE NATINSKY  
1390 South Dixie Hwy., Suite 1204  
Coral Gables, FL 33146**

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.

  
LAWRENCE NATINSKY

February 16, 1996.

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TRANSMITTAL LETTER  
FOR CERTIFICATE OF AMENDMENT FOR A  
FLORIDA LIMITED LIABILITY COMPANY

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 33124

SUBJECT: INTEGRATED WASTE SERVICES, L.C.

Enclosed is an original and one (1) copy of the Certificate of Amendment to the Articles of Organization and a check for \$52.50 as your filing fee.

Also enclosed is a postage prepaid return envelope for your use in returning the enclosed copy of the Certificate indicating the date and time of filing with your office.

Thank you for your attention to this matter.

FROM: ALLAN B. MARKS  
100 S. Biscayne Blvd. Suite 900  
Miami, Florida 33131  
Telephone: 305-371-5944

FILED  
96 SEP 12 PM 2:19  
TALLAHASSEE, FLORIDA

RECEIVED  
96 SEP 12 AM 7:40  
DIVISION OF CORPORATIONS

*Amend*

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-09/25/96--01044--016  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

SEP 12 1996



**CERTIFICATE OF AMENDMENT  
ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

The Articles of Organization of INTEGRATED WASTE SERVICES L.C., a Florida Limited Liability Company, organized in accordance with Chapter 608, Florida Statutes on February 19, 1996, are amended, pursuant to Section 708.411, Florida Statutes as follows:

**ARTICLE IV - Management**

HARLESTON WOOD  
100 S. Biscayne Blvd., Suite 911  
Miami, Florida 33131

shall be the Executive Manager of Integrated Waste Services, L.C., (the "Company") and in such capacity shall have the following powers in addition to those provided by law:

1. To exercise or perform any act, power, duty, right, or obligation whatsoever in connection with, arising from, or relating to any person, item, thing, business, or property, real or personal, tangible or intangible, or matter relating to the business of the Company;

2. To request, ask, demand, sue for, recover, collect, receive, hold and possess all sums of money, debts, dues, commercial paper, checks, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension and retirement benefits, insurance benefits and proceeds, any and all documents of title, choses in action, personal and real property, intangible and tangible property and property rights, and demands whatsoever, liquidated or unliquidated, as now are, or shall hereafter become, owned by, or due, owing, payable or belonging to the Company or in which the Company may have or may hereafter acquire an interest, to have, use and take all lawful means and equitable and legal remedies, procedures and writs in its name for the collection and recovery thereof, and to adjust, sell, compromise and agree for the same, and to make, execute, and deliver for the Company, on its behalf, and in its name, all endorsements, acquittance, releases, receipts and other sufficient discharges for the same;

3. To lease, purchase, mortgage, encumber, exchange, acquire, or dispose of, and to agree, bargain, and contract for the lease, purchase, exchange, acquisition, or disposition of, and to accept, take, receive, and possess any real or personal property whatsoever, tangible or intangible, of the Company, or interest

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SECTION 708.411  
TALLAHASSEE, FLORIDA

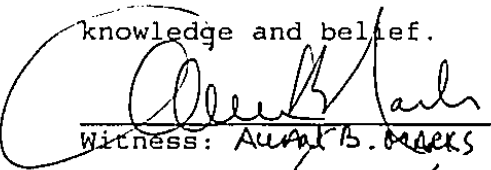
thereon, on such terms and conditions, and under such covenants, as said Manager shall deem proper;

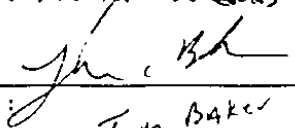
4. To conduct, engage in, and transact any and all lawful business of whatever nature or kind for the Company, on its behalf, and in its name;

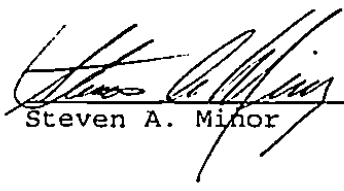
5. To make, receive, sign, endorse, execute, acknowledge, deliver and possess such applications, contracts, agreements, options, covenants, conveyances, deeds, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, letters of credit, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts, and deposit instruments relating to accounts or deposits in, or certificates of deposit of, banks, savings and loan or other institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, liens, judgments, security agreements, and other debts and obligations, and such other instruments, in writing of whatever kind and nature, as may be necessary or proper in the exercise of the rights and powers herein granted;

That in all other manners and respects, the Articles of Association of Integrated Waste Services, L.C. shall remain otherwise unchanged and in full force and effect.

Under penalties of perjury, I declare that I have read the foregoing Certificate of Amendment to the Articles of Organization of Integrated Waste Services, L.C., a Florida Limited Liability Company and certify that I am a member and Associate Manager thereof and the contents are true and correct to the best of my knowledge and belief.

  
Witness: Arthur B. Baker

  
Witness: Tom Baker

  
Steven A. Minor

L96.0000000216

LOUIS B. ROBLES  
ERVIN A. GONZALEZ  
JUAN F. BAUTA II  
LORI E. SCHRIER  
MICHAEL A. PFUNDSTEIN  
RAYMOND W. VALORI  
JACK REISE  
STEWART D. FRIED  
DEBORAH J. GANDER

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TELEPHONE (305) 371-6944

"MEMBER FL, CO & TX BAR  
"MEMBER FL, D.C., TX, CO & NY BAR  
"BOARD CERTIFIED CIVIL TRIAL ATTORNEY

August 19, 1997 000002277548--2  
-08/26/97--01046--024  
\*\*\*\*105.00 \*\*\*\*105.00

**VIA REGULAR MAIL**

Ms. Susan Payne,  
Senior Section Administrator  
Division of Corporations  
Florida Department of State  
Secretary of State  
PO Box 6327  
Tallahassee, Florida 32314

FILED STATE  
SECRETARY OF CORPORATIONS  
91 AUG 21 AM 9:52

**RE: ARTICLES OF DISSOLUTION FOR  
INTEGRATED WASTE SERVICES, L.C.**

Dear Ms. Payne:

Enclosed herewith is an original of an Articles of Dissolution For Integrated Waste Services, L.C. and a check in the amount of \$105.00 for you to dissolve said corporation and in turn, kindly send a certification of dissolution of same by the self-addressed stamped envelope.

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

Thank you for your courtesies.

Very truly yours,

  
Mark C. Maroon

MCM:lr

Enclosures

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D:SS.

8/21/97

**ARTICLES OF DISSOLUTION  
FOR  
INTEGRATED WASTE SERVICES, L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 AUG 21 AM 9:52

1. The name of the limited liability company is Integrated Waste Services, L.C.
2. The effective date of the limited liability company's dissolution is August 15, 1997.
3. The occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441(1)(d), Florida Statutes, is that the limited liability company has fewer than 2 members.
4. Adequate provision has been made for the debts, obligations and liabilities pursuant to 608.4421.
5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.
6. There are no suits pending against the company in any court.
7. Adoption of dissolution was approved by the sole member, which is sufficient for dissolution.

Signature:

Dated: August 19, 1997

  
\_\_\_\_\_  
Harley R. Wood, Executive Manager