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RAYMOND W. VALORI

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

February 15, 1996

800001726408
-02/28/96--01046--005
****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 2:26
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:

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.

*Mr Robles gave auth
to add manager in
Art. IV 2-26-96*

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: GLOBAL GUARDIAN RECYCLING, 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: LOUIS S. ROBLES
100 S. Biscayne Blvd. Suite 900
Miami, Florida 33131
Telephone: 305-371-5944

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

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

Global Guardian Recycling, L.C.

ARTICLE II - Address

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

ARTICLE III - Duration

Until December 31, 2024

ARTICLE IV - Management (Manager)

LOUIS S. ROBLES
100 S. Biscayne Blvd., Suite 900
Miami, Florida 33131

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

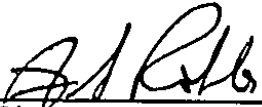
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of
Global Guardian Recycling, 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


_____, February 15, 1996.
(Signature) Louis S. Robles

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

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.416, SECRETARY OF STATE
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:

Global Guardian Recycling, L.C.

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

LOUIS S. ROBLES
100 S. Biscayne Blvd., Suite 900
Miami, Florida 33131

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.



LOUIS S. ROBLES

February 15, 1996.

LOUIS S. ROBLES*

OF COUNSEL:

JUAN P. DAUTA II
LORI E. SCHRIER
MICHAEL A. PFUNDSTEIN
STEWART D. FRIED
JACK HEISE

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Louis S. Robles, P.A.

ATTORNEYS AT LAW
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100 SOUTH DISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2026
TELEPHONE (305) 371-5944

*MEMBER FL, CO & TX BAR

August 4, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32399

600002263786--6

-08/11/97--01147--011
****113.75 ****113.75

RE: Global Guardian, L.C.
Global Guardian Resource Recovery, L.C.
Global Guardian Capital, L.C.
Global Guardian Leasing, L.C.
Global Guardian Marketing, L.C.
Global Guardian Recycling, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -7 AM 10:37

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Dissolution for each of the above-referenced entities, along with a check for each in the amount of \$113.75. I ask that you file same and return a certified copy to the above office, as well as a Certificate of Status. The checks for \$113.75 should cover all fees. If my understanding of the fees is incorrect, please call me as soon as possible.

Thank you for your attention to this matter.

Sincerely,

Kara Cassidy

Kara K. Cassidy
Secretary to Louis S. Robles

/kkc
Enclosures

FILE NO 52.50
R. AGENT _____
CERT. COPY 52.50
CUS 8.75
OVERPAYMENT _____
TOTAL 113.75

col diss.

Sf 8/8/97

ARTICLES OF DISSOLUTION
FOR

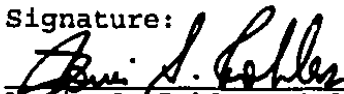
GLOBAL GUARDIAN RECYCLING, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG -7 AM 10:37

1. The name of the limited liability company is Global Guardian Recycling, L.C.
2. The effective date of the limited liability company's dissolution is August 1, 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:



Louis S. Robles, Sole Member