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LEWIS, VEGOSEN, ROSENBAUGH & SILBER, P.A.

ATTORNEYS AT LAW

500 SOUTH AUSTRALIAN AVENUE, 10th FLOOR
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTINSON
GARY M. DUNKIN
CYNTHIA J. JACKSON
JOHN D. LEVITT
MARSHALL J. OSOFSKY
DIAN J. ROSENBAUGH *
JOHN R. SHEPPARD, JR.
LOUIS M. SILBER *
SAMUEL A. THOMAS
KENNETH A. TRADWELL
DIAN VEGOSEN
GARY WALK

MAILING ADDRESS:
P.O. BOX 4388

WEST PALM BEACH, FL 33402-4388

OF COUNSEL:
EDWARD HONICK

TELEPHONE (561) 659-3300
FAX (561) 832-1991

* Board Certified Civil Trial Lawyer

July 22, 1996

VIA FEDERAL EXPRESS

Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Southhood Properties, L.C.

700001905577
-07/26/96--01058--004
****285.00 ****285.00

Ladies and Gentlemen:

Enclosed herewith in connection with the formation of the above-referenced limited liability company, please find an original and a copy of each of the following:

1. Articles of Organization of Southhood Properties, L.C.
2. Certificate of Membership of Southhood Properties, L.C. for Richard Hood.
3. Certificate of Membership of Southhood Properties, L.C. for Suzanne Hood.
4. Regulations of Southhood Properties, L.C.
5. Certificate designating place of business or domicile for service of process.
6. Affidavit of Capital Contributions.

Also enclosed are a check in the amount of \$285.00 payable to the Department of State and a stamped, self-addressed envelope.

Please file the original formation documents and return file stamped copies to me in the enclosed envelope.

Department of State
July 22, 1996
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Thank you for your cooperation.

Very truly yours,



Gary Walk

GW/dag

Enclosures

cc: Mr. Richard Hood

ARTICLES OF ORGANIZATION
OF
SOUTHWOOD PROPERTIES, L.C.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons competent to contract,
hereby organize and form a limited liability company under and
pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE 1.

Name of Limited Liability Company

The name of this limited liability company shall be SCUTHOOD
PROPERTIES, L.C.

ARTICLE 2.

Period of Duration

The existence of the Company shall be perpetual from the date
of filing these Articles with the Department of State unless
terminated by vote of the members.

ARTICLE 3.

Purpose

The Company is organized for the purpose of transacting any
and all lawful business which limited liability companies may
transact pursuant to Chapter 608, Florida Statutes.

ARTICLE 4.

Place of Business and Registered Agent

The street address of the initial business office of the
Company is 7233 Southern Blvd., Unit A-3, West Palm Beach, Florida
33413, and the name of the initial registered agent of the Company
at that address is James Cunningham, Southeast Waste Systems, Inc.
7233 Southern Blvd., Unit A-3, West Palm Beach, Florida 33413. The

Company shall have the privilege of having offices at other places within or without the State of Florida and within or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

ARTICLE 5.

Investment in Company

The total amount of cash to be contributed to the Company upon its formation is Five Thousand Dollars (\$5,000.00), which is to be contributed in equal shares by the two members of the Company. No property other than cash shall be contributed initially.

ARTICLE 6.

Additional Contributions

Additional contributions of up to \$32,000.00 in additional capital shall be made as determined by the Manager, with all of such contributions to be made in equal shares by the members within ten (10) days after notice from the Manager. Thereafter, additional contributions, if any, will be made as and when agreed to by a vote of at least seventy-five percent (75%) "in interest of the members" of the Company (as that phrase is defined in this Company's Regulations).

ARTICLE 7.

Additional Members

Additional members may be admitted to the Company upon such terms and conditions as shall be established by a majority in interest of the then-existing members.

ARTICLE 8.

Continuation of Business

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

ARTICLE 9.

Management

Management of the Company is reserved to Richard Hood, one of the members, who shall serve as the manager of this Company until such time as another manager is designated in accordance with the Regulations. Richard Hood's address is THC Enterprises, Inc., t/a Mid-Atlantic Waste Systems, 10641 Cordova Road, Easton, MD 21601.

ARTICLE 10.

Indemnification of Members and Manager

Except in the case of gross negligence or willful or wanton behavior, the Company shall indemnify and save harmless every manager and member of the Company from all costs and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member of or manager of this Company.

ARTICLE 11.

Substitution of Members

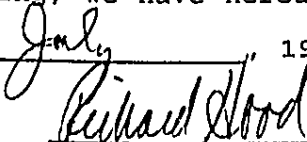
The interest of the initial members of the Company may be transferred or assigned to third parties who shall be successor members in their place and stead.

ARTICLE 12.

Counterparts

These Articles may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all of which taken together shall constitute one and the same instrument and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart. Multiple signature and notary pages for the members may be attached to a counterpart of these Articles.

In witness of the foregoing, we have hereunto set our hands and seals this 8th day of July, 1996.



Richard Hood



Suzanne Hood

CERTIFICATE OF MEMBERSHIP
OF
SOUTHWOOD PROPERTIES, L.C.

THIS CERTIFICATE is issued this 5th day of July, 1996, by SOUTHWOOD PROPERTIES, L.C., a Florida limited liability company (the "Company"), to Suzanne Hood ("Member") to evidence the fact that Member is a member of the Company.

As of this date, Member has contributed \$2,500.00 (in U.S. Dollars) to the capital of the Company and owns a 1/2 interest in the Company.

Member's rights and obligations as a member of the Company are subject to all of the terms and provisions of the Articles of Organization and the Regulations of the Company and Member's capital and/or fractional ownership of the Company may change as provided therein.

This Certificate may not be pledged or hypothecated and is non-transferable. Member's rights as a member of the Company are transferable only on the books and records of the Company and only in accordance with the terms and provisions of the Articles of Organization and the Regulations.

SOUTHWOOD PROPERTIES, L.C.

By: Richard Hood - Manager
Richard Hood, Manager

CERTIFICATE OF MEMBERSHIP
OF
SOUTHWOOD PROPERTIES, L.C.

THIS CERTIFICATE is issued this 5th day of July, 1996, by SOUTHWOOD PROPERTIES, L.C., a Florida limited liability company (the "Company"), to Richard Hood ("Member") to evidence the fact that Member is a member of the Company.

As of this date, Member has contributed \$2,500.00 (in U.S. Dollars) to the capital of the Company and owns a 1/2 interest in the Company.

Member's rights and obligations as a member of the Company are subject to all of the terms and provisions of the Articles of Organization and the Regulations of the Company and Member's capital and/or fractional ownership of the Company may change as provided therein.

This Certificate may not be pledged or hypothecated and is non-transferable. Member's rights as a member of the Company are transferable only on the books and records of the Company and only in accordance with the terms and provisions of the Articles of Organization and the Regulations.

SOUTHWOOD PROPERTIES, L.C.

By: Richard Hood - Manager
Richard Hood, Manager

AFFIDAVIT

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) ss.

Before me, a Notary Public duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally came and appeared Richard Hood, who being by me first duly sworn, deposed and stated:

1. I am a member of SOUTHOOD PROPERTIES, L.C., a Florida limited liability company in formation ("the Limited Liability Company").

2. The Limited Liability Company has at least two members.

3. The total amount of cash contributed by the members as of the date hereof is \$5,000.00.

4. The agreed value of property other than cash contributed by the members is \$0.00, and no property other than cash is anticipated to be contributed by the members.

5. The total amount of cash anticipated to be contributed to the Limited Liability Company by the members is \$37,000.00. This total includes the amounts set forth in paragraphs 3 and 4 above.

Richard Hood
Richard Hood

Sworn to and subscribed before me by Richard Hood, who is personally known to me this 18th day of July, 1996.

Kimberly A. Evans
Kimberly A. Evans (Printed Name)
Notary Public
~~State of Florida at large~~
Commission No. _____

My commission expires: 9/22/99

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 608, Florida Statutes, the following
is submitted, in compliance with said Act:

That SOUTHOOD PROPERTIES, L.C., desiring to organize as a
limited liability company under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Organization, has named James Cunningham, located at Southeast
Waste Systems, 7233 Southern Blvd., Unit A-3, West Palm Beach,
Florida 33413, as its agent to accept service of process within
this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated limited liability company, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.


James Cunningham