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BOCA RATON, FLORIDA 33431
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November 1, 1996

Secretary of State, State of Florida
Division of Corporations
Domestic Filing Section
409 East Gaines Street
Tallahassee, Florida 32301

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-11/05/96--01099--001
****285.00 ****285.00

**ARTICLES OF LIMITED LIABILITY COMPANY FOR
PALM COAST CARTING AND RECYCLING, L.C.**

Gentlemen/Ladies:

Enclosed please find the following for the above noted company:

- 1) One original and one copy of the Articles of Organization
- 2) One original and one copy of the Affidavit of Membership and Contributions
- 3) One original and one copy of the Certificate of Designation of Registered Agent/Registered Office

Also enclosed is a check in the amount of \$285.00 representing the filing fee.

Please return a certified copy of the above documents to this office by return mail. A self-addressed stamped envelope is provided for your convenience.

Sincerely,

Rana M. Gorzeck
Rana M. Gorzeck

RMG/tac
enclosures
[353\palmcoas.sec]

62 NOV - 8 1996

FILED
96 NOV - 5 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
PALM COAST CARTING AND RECYCLING, L.C.**

FILED

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These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is Palm Coast Carting and Recycling, L.C. ("Company").

2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all of the remaining members.

3. Mailing Address and Street Address. The Company's mailing address is 1000 E. Atlantic Blvd., Suite 205-H, Pompano Beach, Florida 33060. The Company's street address is 1000 E. Atlantic Blvd., Suite 205-H, Pompano Beach, Florida 33060.

4. Registered Agent and Office. The name of the initial registered agent of the Company is John Pascale. The street address is 1000 E. Atlantic Blvd., Suite 205-H, Pompano Beach, Florida 33060.

5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

7. Management of the Company. The Company shall initially be managed by the following two persons who shall serve as managers until the first annual meeting of the members or until their successors are elected and qualify:

Name and Address

John Pascale
1000 E. Atlantic Blvd., Suite 205-H
Pompano Beach, Florida 33060

Craig Pascale
1000 E. Atlantic Blvd., Suite 205-H
Pompano Beach, Florida 33060

The management of the limited liability company is reserved to the members. The following persons will initially be the managing members:

Name and Address

John Pascale
1000 E. Atlantic Blvd., Suite 205-H
Pompano Beach, Florida 33060

Craig Pascale
1000 E. Atlantic Blvd., Suite 205-H
Pompano Beach, Florida 33060

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of October 31, 1996.


John Pascale


Craig Pascale

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
LIMITED LIABILITY COMPANY**

The undersigned members of Palm Coast Carting and Recycling, L.C. depose and say:

1) The above named limited liability company has at least two members.


2) The total amount of cash contributed by the member(s) is \$2.00.

John Pascale \$1.00


Craig Pascale \$1.00

3) There is no other property other than cash being contributed by these members to Palm Coast Carting and Recycling, L.C.

4) The total amount of cash or property anticipated to be contributed member(s) is \$2.00. This total includes amounts from 2 and 3 above.



John Pascale




Craig Pascale

(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.)

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 31
day of October, 1996, by John Pascale.

NOTARY PUBLIC:

Sign 
Print JEAN R. IADEROSE

Personally Known John Pascale OR Produced Identification
Type of Identification Produced _____

My Commission Expires:

 JEAN R. IADEROSE
COMMISSION # CC 867883
EXPIRES JUN 28, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 21
day of October, 1996, by Craig Pascale.

NOTARY PUBLIC:

Sign Jean R. Iaderose

Print JEAN R. IADEROSE

Personally Known CRAIG PASCALE OR Produced Identification
Type of Identification Produced _____

My Commission Expires:



JEAN R. IADEROSE
COMMISSION # CC 567963
EXPIRES JAN 28, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

[353\palmcoas.AFF]

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: Palm Coast
Carting and Recycling, L.C.

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

John Pascale
1000 E. Atlantic Blvd.
Suite 205-H
Pompano Beach, Florida 33060

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.


John Pascale

10/31/96
Date

FILED
96 NOV -5 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA