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WMX



Waste Management, Inc.

A WMX Technologies Company Phone 708.572.8800
3003 Butterfield Road
Oak Brook, IL 60521

January 17, 1997

FILED
97 JAN 21 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms. Bobbie Cox
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Gorham Investment Group, L.C.

Dear Ms. Cox:

Thank you for your assistance on the phone recently. You have been of tremendous help in my efforts to form the above Limited Liability Company. Enclosed please find an original and two copies of the following documents:

- Articles of Organization
- Affidavit of Membership and Contributions
- Certificate of Designation of Registered Agent
- Limited Liability Company Agreement

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****346.25 ****346.25

I also enclose a check in the amount of \$346.25 for the filing fee, registered agent designation, certified copy and certificate. Please call me if you have any questions or if there is any problems with the enclosed documents. My phone number is 630/218-1740. Thank you again for your assistance.

Very truly yours,

Kevin M. O'Hagan

BC 1/22

KMO/AR
Enclosures

P.S. I have also enclosed a
Fed Ex letter container pre-addressed
and with our billing number.

Thanks Again!! Kevin

U.S. S.
Please process us
soon as you
can!!!

Articles of Organization of Limited Liability Company

Articles of Organization Limited Liability Company

Article I- Name

The name of the limited liability company is Gorham Investment Group, L.C..

Article II-Address

The address of its registered agent in the State of Florida is C.T. Corporation Systems having an address at 1200 Pine Island Rd., Plantation, Florida, 33324. The mailing address and street address of the principal office of the Limited Liability Company is: 12 Sanctuary Lane, The Sanctuary on Amelia Island, Fernandino Beach, Florida 32034.

Article III-Duration

The latest date on which the limited liability company is to dissolve is January 1, 2020.

Article IV-Management

The Limited Liability Company is to be managed by the members and the names and addresses of the Managing Members are:

Michael T. Gorham, 27 Tai Tam Road, Hong Kong

John S. Gorham, 2017 N. Lincoln, Unit Q, Chicago Il., 60614

Article V- Admission of Additional Members

The right of the members to admit Additional Members and the terms and conditions of the admission shall be:

The Managing Members may permit the admission of Additional Members and determine the Capital Contributions of such Members by a vote of the majority of the Relative Capital Accounts of the Members. Notwithstanding the foregoing, the Additional Members may not become Managing Members unless and until selected to such position as provided in the Limited Liability Company Operating Agreement.

Article VI-Members' Rights to Continue Business

The right of the remaining members of the Limited Liability Company 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 shall be:

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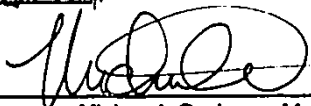
The remaining Managing Members shall operate the Limited Liability Company upon the occurrence of one of the above-stated events according to the terms and conditions of the Operating Agreement attached hereto.

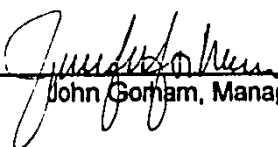
Article VII-Transfers of Membership Interests

No member shall sell, assign, transfer, mortgage, or otherwise dispose of, or encumber its interest in the company without first giving written notice to the other members of its intention to do so. The notice shall set forth the terms on which the member proposes to sell, transfer, mortgage, or otherwise dispose of or encumber its interest, and the identity of the person or persons to whom it is proposed to sell, transfer, or encumber such interest. The non-offering members shall have 30 days after the receipt of such notice in which to elect to acquire the interest on the same terms and conditions as contained in the letter. If the members to whom the notice is given do not elect to acquire the interest on the terms provided herein within the ten-day period, then the member giving the notice shall have the right to sell, transfer, mortgage, or otherwise dispose of, or encumber its interest, on the same terms as provided in the notice, for a period of 90 days after the expiration of the ten-day period. After the expiration of the 90-day period, the member giving the notice shall not sell, transfer, mortgage or otherwise dispose of, or encumber his or her interest in the company without again complying with the terms of this paragraph. If the member to whom notice is given elects to purchase the interest, the closing shall occur within 30 days thereafter or its right to purchase shall terminate.

Upon the death of any member, the surviving members shall have the option to purchase the deceased member's interest in the company for its then fair market value as determined by an appraisal. The appraiser shall be selected by the personal representative of the deceased member and its appraisal shall be conclusive. The option shall be exercised within 15 days after the death of a member and the closing shall occur within 120 days thereafter.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Organization of Gorham Investment Group, L.C., this 17th day of January, 1997.


Michael Gorham, Managing Member


John Gorham, Managing Member

SUBSCRIBED TO AND SWORN TO BEFORE ME, a Notary Public, on this 17th day of January, 1997, to certify which witness my hand and seal of office


Notary Public in and for the State of Illinois

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of
Gorham Investment Group, 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
\$380,000.00.
- 3) if any, the agreed value of property or services other than cash contributed by
member(s) is \$0.;
- 4) the amount of cash or property anticipated to be contributed by
member(s) is an additional \$100,000;
- 5) the total amount of 2, 3, and 4 is \$480,000.00.



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.)

SUBSCRIBED TO AND SWORN TO BEFORE ME, a Notary Public, on this 17th day of
January, 1997, to certify which witness my hand and seal of office


Notary Public in and for the State of Illinois

SEAL
NOTARY
STATE OF ILLINOIS
JAN 21 1997

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTER-ED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Gorham Investment Group, L.C.

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

C.T. Corporation Systems, Inc.
(Name)

1200 Pine Island Rd.
(P.O. Box or Mail Drop Box NOT Acceptable)

Plantation, Florida, 33324
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

C.T. Corp. Systems / [Signature]
(Signature)

1-17-97
(Date)

Filing Fee: \$35.00 for Designation of Registered Agent