

Division of Corporations

L98000003235

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Florida Department of State

Division of Corporations

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From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, A.
Account Number : 076624003440
Phone : (305) 444-6226
Fax Number : (305) 442-4829

LIMITED LIABILITY COMPANY

ALLIED WASTE HAULING, L.C.

Certificate of Status	1
Certified Copy	0
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L98-3235

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1998

ARAZOZA COMAS DE TORRES

SUBJECT: ALLIED WASTE HAULING, L.C.
REF: W98000028207

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Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Tammi Cline
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ARTICLES OF ORGANIZATION
OF
ALLIED WASTE HAULING, L.C.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Limited Liability Company is ALLIED WASTE HAULING, L.C.

ARTICLE II

GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

MEMBERSHIP

All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers at a meeting called for that purpose. Property may be purchased or paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by vote of a majority in interest may sell further memberships as they deem necessary at a price to be determined in their discretion. Any new membership interests shall reduce the existing percentages pro-rata. However, whenever new membership interests are sold the existing members shall have preemptive rights.

Prepared By: Adelaida Fernandez-Fraga, Esq.
101 Madeira Ave.
Coral Gables, FL 33134
(305) 444-6226
Florida Bar No. 435058

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ARTICLE IVINITIAL AND AUTHORIZED CAPITAL

The amount of capital with which this Limited Liability Company will begin business is not less than \$100, to be contributed as set out in Article IX. The authorized capital shall be \$10,000.00 but may be increased by amending these articles as provided in article X.

ARTICLE VTERM OF EXISTENCE

This Limited Liability Company is to exist for thirty (30) years. The remaining members may vote to continue the Limited Liability Company's business without regard to 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.

ARTICLE VIADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 9390 N.W. 109 Street, Medley, FL 33178. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE VIIMANAGERS

This Limited Liability Company shall, if voted by the members, have not less than one manager, however, the number of managers may be increased or diminished from time to time by Regulations adopted by the stockholders, but shall never be less than one. The Managers may manage the company in accordance with regulations passed by the members of the Company as the members may desire.

ARTICLE VIII

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INITIAL MANAGERS

The name and post office address of the members of the first Board of Managers, if any, shall be determined by vote of the membership.

Eduardo Cusco

9390 N.W. 109 St., Medley, FL 33178

ARTICLE IXORIGINAL MEMBERS

The name and post office address of the original members of these Articles of Organization, the original percentage of ownership that they agree to take and the value of the consideration, payable in cash and notes as agreed between the members, therefore is:

<u>Name</u>	<u>Address</u>	<u>Ownership %</u>	<u>Consideration</u>
Eduardo Cusco	9390 N.W. 109 St.	30%	\$3,000.00
ATF Holdings, Inc. A Florida Corporation	9390 N.W. 109 St. Medley, FL 33178	70%	\$7,000.00

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ARTICLE XAMENDMENT

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a majority in interest of the membership entitled to vote thereon, unless all the managers and all the members sign a written statement manifesting their intention that a certain amendment of these articles of Organization be made.

ARTICLE XIREGISTERED OFFICE AND REGISTERED AGENT

That ALLIED WASTE HAULING, L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Dade, State of Florida, hereby designates Arazoza, Comas, de Torres & Fernandez-Fraga, P.A. as its Registered Agent, to accept services within the State. The registered office of the Limited Liability Company shall be at 2100 Salzedo Street, Suite 300, Coral Gables, FL 33134.

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WITNESS the hand and seal of the members in Miami-Dade County, State of Florida, this 15 day of December, 1998.


EDUARDO CUSCO

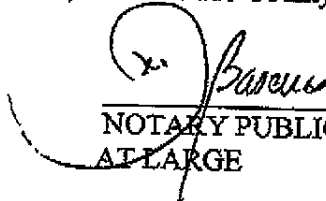
STATE OF FLORIDA)

) SS:


COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, Eduardo Cusco who produced _____ identification or is personally known to me to be one of the original members to the foregoing Articles of Allied Waste Hauling, L.C., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 15th day of December, 1998.


NOTARY PUBLIC, STATE OF FLORIDA
AT-LARGE

My commission expires:

 ANA M. BASCUAS
COMMISSION # CC 535471
EXPIRES FEB 26, 2000
BONDED THRU
ATLANTIS BONDING CO., INC.

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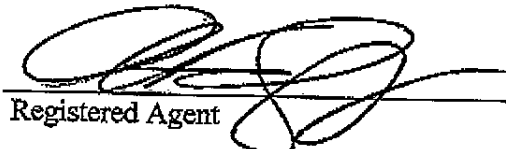
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.**

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That Allied Waste Hauling, L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Dade, State of Florida, has named Arazoza, Comas, de Torres & Fernandez-Fraga, P.A., as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Registered Agent

Date 12/15/98

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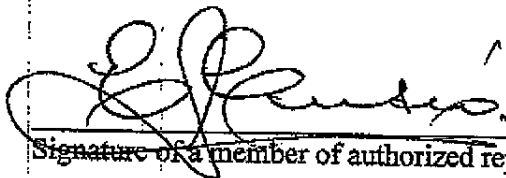
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Allied Waste Hauling, L.C., deposes and says:

1. the above named limited liability company has at least one member.
2. the total amount of cash contributed by the member(s) is \$10,000.00.
3. if any, the agreed value of property other than cash contributed by member(s) is \$00,000.00. A description of the property is attached and made a part hereto.
4. the total amount of cash or property anticipated to be contributed by member(s) is \$10,000.00. This total includes amount from 2 and 3 above



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.)

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