

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

L99000000438

SUBJECT: City Waste Systems, L.C.
(Name of Limited Liability Company)

Dear Sir or Madam:

The enclosed Articles of Incorporation and check are submitted to register the above referenced for profit Limited Liability Company to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Andrew Grey
9572 Sidney Hayes Rd.
Orlando, Florida 32824

(Andrew Grey)

For further information concerning this matter, please call

Andrew Grey

(407) 855-3400

(Area Code and Daytime Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR City Waste Systems, L.C.**

ARTICLE I

Name: The name of the Limited Liability Company is: City Waste Systems, L.C.

ARTICLE II

Address: The mailing address and street address of the principal office of the Limited Liability Company is:

City Waste Systems, L.C.
9572 Sidney Hayes Rd.
Orlando, Florida 32824

ARTICLE III

Duration: The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV

- The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are: The authorized representatives

Operating Member
Andrew Grey
9572 Sidney Hayes Rd.
Orlando, Florida 32824
Phone: (407) 855-3400
Fax: (407) 855-2888

Capital Member
Tim Schweizer
1600 W. New Hampshire Avenue
Orlando, Florida 32804
Phone: (407) 849-9935

ARTICLE V

Admission of Additional Members: The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

1. The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional members and unanimous vote of any managing members, and
2. In accordance with the procedures set forth in the operating agreement which is attached hereto and incorporated into these Articles by reference.

ARTICLE VI

Members Rights to Continue Business: The right, if given, 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:

The remaining members 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 majority vote of the remaining members.

ARTICLE VII

Authorized Member: The name and street address of the organizing member authorized to execute these Articles of Organization is:

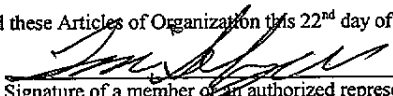
Andrew Grey
9572 Sidney Hayes Rd.
Orlando, Florida 32824

ARTICLE VIII

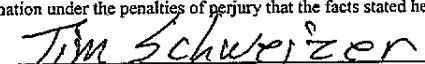
Affidavit of Membership and Contributions: The undersigned member or authorized representative of a member of City Waste System L.C. certifies:

- | | |
|--|----------|
| 1) the above named limited liability company has at least one member; | |
| 2) the total amount of cash contributed by the member(s) is | \$1,000; |
| 3) if any, the agreed value of property other than cash contributed by member(s) is | \$ 0 |
| (A description of the property is attached and made a part hereto); and | |
| 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is | \$1,000. |

The undersigned member has executed these Articles of Organization this 22nd day of December 1998.


Signature of a member or an authorized representative of a member.

(In accordance with section 608.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Typed or printed name of signee

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CERTIFICATE OF DESIGNATION

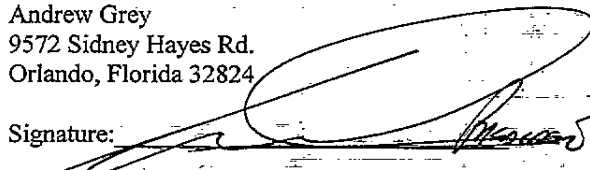
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the company is City Waste Systems, L.C.

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


Andrew Grey
9572 Sidney Hayes Rd.
Orlando, Florida 32824

Signature: 

Title: Authorized Representative of Organizing Member

Date: This 21st, day of December 1998

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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 

Date: This 21st, day of December 1998

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STATE
TALLAHASSEE, FLORIDA