

L990000004470



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 400600 4724636

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 55.00

ORDER DATE : October 6, 1999

ORDER TIME : 11:41 AM

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ORDER NO. : 400600-005

CUSTOMER NO: 4724636

CUSTOMER: David Dreyer, Esq
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505 South Flagler Drive
West Palm Beach, FL 33401

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -6 PM 2:51

DOMESTIC AMENDMENT FILING

L99-4470

NAME: SOUTHERN WASTE SYSTEMS, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MJH

AMENDMENT AND RESTATED
ARTICLES OF ORGANIZATION

WHEREAS, the Articles of Organization for Southern Waste Systems, LLC were filed on July 22, 1999, and assigned document number L99000004470 with the Florida Department of State;

NOW THEREFORE, the Articles of Organization for Southern Waste Systems, LLC are restated as follows:

ARTICLE I - Name

The name of the Limited Liability Company is: Southern Waste Systems, LLC.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:
520 S. Beach Road, Hobe Sound, Florida 33455.

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be: perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the following managers:

Charles Gusmano - 520 S. Beach Road
Hobe Sound, Florida 33455

Robert Lomangino - 520 S. Beach Road
Hobe Sound, Florida 33455

The foregoing two (2) managers may direct that the LLC shall be managed by three (3) managers, and if so, an additional manager shall be elected by a majority-in-interest of the voting members.

ARTICLE V- Additional Members

Additional persons or entities may be admitted to the LLC as members upon the consent of the managers.

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ARTICLE VI - Withdrawal

No member shall have the right to withdraw from the LLC. Any member who wrongfully withdraws from the LLC shall be entitled to receive, within a reasonable time after withdrawal, the balance of such withdrawing member's capital account in the LLC.

ARTICLE VII - Members Rights to Continue Business

A. As long as the LLC continues to have at least one (1) member, the death, retirement, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the LLC to be dissolved, and upon the occurrence of any such event, the LLC shall be continued without dissolution.

B. The LLC shall dissolve, and the company's affairs shall be concluded upon the first to occur of:

(1) written consent of all of the Managers and a majority-in-interest of the Voting Members; or

(2) at any time at which there are no members; however, the LLC shall not be dissolved and shall not be required to be wound up if within 90 days after the occurrence of the event that terminates the continued membership of the last remaining member, the personal or other legal representative of the last remaining member agrees in writing to continue the LLC and agrees to the admission of the personal representative of such member or its nominee or designee to the LLC as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining Member.

These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with Section 608.411 of Chapter 608 of the Laws of the State of Florida.


Charles Gusmano

Robert Lomangino