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TAMMI E. BACH

September 29, 1999

000003001730--9
-09/30/99-01064-017
*****285.00 *****285.00

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

Re: MX REFUSE SERVICE, L.L.C.

000003001730--9
-09/30/99-01064-018
*****52.50 *****52.50

Dear Sir or Madam:

Enclosed you will find the original Certificate of Designation of Registered Agent/Registered Office, Articles of Organization and Affidavit of Capital Contributions for the above referenced, along with a copy of each for filing. I have also enclosed a check in the amount of \$285.00 the fee for filing and a check in the amount of \$52.50 for a certified copy of same.

Best personal regards.

Sincerely,


Scott R. Lilly

SRL/jlb
Enclosures

SL

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RECEIVED OF
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MX REFUSE SERVICE, L.L.C.
a Florida Limited Liability Company**

The undersigned Managing Member, desiring to form a limited liability company pursuant to the Limited Liability Company Act, hereby states:

ARTICLE I. Name

The name of the Limited Liability Company is:

MX REFUSE SERVICE, L.L.C.

ARTICLE II. Address

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

MX REFUSE SERVICE, L.L.C.
5015 S. Florida Avenue Ste.# 200
Lakeland, Florida 33813

ARTICLE III. Term of Existence

This Limited Liability Company shall be perpetual.

ARTICLE IV. Manager

The Limited Liability Company is to be managed by a manager and the name, mailing address and street address of such entity who is to serve as manager is:

Lawrence T. Maxwell
5015 S. Florida Avenue Ste. # 200
Lakeland, Florida 33813


ARTICLE V. Admission

Additional members may be admitted by the unanimous written consent of all members under the terms and conditions agreed to by all of the members.

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TALLAHASSEE, FLORIDA

ARTICLE VI. Continuity

The remaining members of the Limited Liability Company, by unanimous written consent, may continue the Limited Liability Company 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.


LAWRENCE T. MAXWELL
Managing Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
MX REFUSE SERVICE, L.L.C.**

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared Lawrence T. Maxwell, the managing member of MX REFUSE SERVICE, L.L.C., who, upon being sworn, certified as follows:

The undersigned managing member of MX REFUSE SERVICE, L.L.C. certifies:

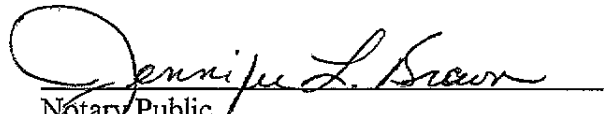
- 1) the above named Limited Liability Company has at least one (1) member;
- 2) the total amount of cash anticipated to be contributed by the members is \$1,000.00
- 3) if any, the agreed value of property other than cash contributed N/A
by members is (a description of the property is attached and
made a part hereto); and
- 4) the total amount of cash and property contributed and anticipated \$1,000.00
to be contributed by members

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

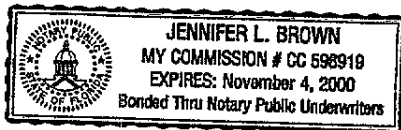


LAWRENCE T. MAXWELL

SWORN TO before me, on this the 29th day of September, 1999, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Lawrence T. Maxwell, to me personally known or known to me by evidence of _____ to be the person described in and who executed the foregoing instrument and who did take an oath.



Notary Public
My Commission Expires: Nov. 4, 2000
My Commission Number: CC 598919



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**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.


1. The name of the Limited Liability Company is MX REFUSE SERVICE, L.L.C..
2. The name and the Florida street address of the registered agent is:

Ronald L. Clark
4740 Cleveland Heights Blvd.
Lakeland, Florida 33807



Lawrence T. Maxwell, its Managing Member

Having been named as registered agent 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.



Ronald L. Clark

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