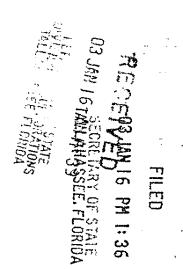
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CT CORPORATION

January 16, 2003

Secretary of State, Florida 409 East Gaines Street Tallahassee FL 32399

Re:

Order #: 5733179 WO

Customer Reference 1: Corporate

Customer Reference 2: Packers Project

Dear Secretary of State, Florida:

Please file the attached:

Recycle America Alliance, L.L.C. (DE) Registration Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton Sr. Fulfillment Specialist Jeff_Netherton@cch-lis.com

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1.	Recycle America Alliance, L.L.C.	
	(Name of foreign limited liability company)	•
,	Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 72-1541911 (FEI number, if applicable)	-
4.	11/12/2002 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")	*·=
6.	01/16/2003 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)	٠.
7.	1001 Fannin, Suite 4000, Houston, TX 77002	FILEC
	(Street address of principal office)	
8.	If limited liability company is a manager-managed company, check here	
9.	The usual business addresses of the managing members or managers are as follows:	
	1001 Fannin, Suite 4000	
	Houston, TX 77002	
the	 Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of recore jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a anslation of the certificate under oath of the translator must be submitted.) 	rds in
11	1. Nature of business or purposes to be conducted or promoted in Florida:	
	Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)	1 ; <u>2</u> .

Linda J. Smith, Vice President of sole Member - Recycle America Holdings, Inc
Typed or printed name of signee

FILED

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.

I. The	e name of the Limited Liability Company is:			
Recyc	le America Alliance, L.L.C.			_
2. The	e name and the Florida street address of the registered agent and office are:			
	C T Corporation System	SECRI TALLAI	03 JAN	
	(Name)	RETARY	<u>×</u>	
c/o C T Corporation System, 1200 South Pine Island Road		만유	3	1
	Florida street address (P.O. Box_NOT ACCEPTABLE)	FLO	**	

FL 33324 City/State/Zip

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 as provided for in Chapter 608, F.S.

C T Corporation System

By:

(Signature)

Plantation

Victor Alfano Assistant Secretary

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

Delaware

The First State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RECYCLE AMERICA ALLIANCE, L.L.C."

IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE
NOT BEEN ASSESSED TO DATE.

OB JAN 16 PM 1: 36



Warriet Smith Hindson

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2206017

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030029748

DATE: 01-15-03