

COHEN, NORRIS, SCHERER, WEINBERGER & WOLMER

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July 20, 1999

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Civil Trial Attorney

Florida, Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Reusable Resources Association, Inc.

Dear Clerk:

Enclosed please find Amended Articles Of Incorporation of Reusable Resources Association, Inc. for filing along with this firm's check in the sum of \$35.00 to cover your charge. I have also enclosed a copy and a set of addressed stamped envelope for your convenience in returning a stamped copy to me for my file.

Thank you for your cooperation in this matter. If you have any questions, please call me.

Sincerely yours,

D. Jean Rich

D. Jean Rich
Legal Assistant to
Bernard A. Conko

/djrr
Enclosures as stated above

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TALLAHASSEE, FLORIDA

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on 4/28
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AMENDED ARTICLES OF INCORPORATION
OF
REUSABLE RESOURCES ASSOCIATION, INC.

ARTICLE I
Name

The name of this Corporation is Reusable Resources Association, Inc.

ARTICLE II
Commencement and Duration

The commencement of this Corporation's existence was November 1998, and the duration shall be perpetual.

ARTICLE III
Purpose

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Within this framework the Corporation's purpose is the education and training to promote the development of reusable resource centers to provide free instructional materials donated by businesses as their unwanted byproducts, rejects, overruns, and obsolete materials, and to offer creative solutions for problems facing education, business and the environment. This Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes.

ARTICLE IV
Powers; Limitations

This Corporation shall have all of the powers granted to it under the laws of Florida and the United States of America, and not prohibited by these Amended Articles of Incorporation. Notwithstanding any other provisions of these Amended Articles of Incorporation, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, for, or in opposition to any candidate for public office.

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ARTICLE V
Members

Membership in this Corporation shall be as set out in the By-Laws of the Corporation. The Members of this Corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any Member on the winding up or dissolution of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation and shall not be subject to any assessments.

ARTICLE VI
Directors

The manner in which the Directors are elected or appointed and the number of Directors shall be as set forth in the By-Laws of the Corporation.

ARTICLE VII
Dissolution

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII
Indemnification

This Corporation shall indemnify any officer, director, employee, or agent, any former officer, director, employee or agent to the fullest extent permitted by law.

ARTICLE IX
Amendments

Amendments to these Amended Articles of Incorporation shall only be made by adoption at a meeting of the Board of Directors by a majority vote of the Directors then in office.

WRITTEN ACTION IN LIEU OF MEETING OF DIRECTORS
OF
REUSABLE RESOURCES ASSOCIATION, INC.

The undersigned, being all of the Directors of Reusable Resources Association, Inc., pursuant to the laws of the State of Florida, take the following Written Action in lieu of a meeting of the Board of Directors and say:

1. The undersigned are all of the members of the Board of Directors of Reusable Resources Association, Inc. The Corporation has no members.
2. The Amended Articles of Incorporation of Reusable Resources Association, Inc. attached hereto as Exhibit "A" are hereby adopted.
3. The Amended Articles of Incorporation of Reusable Resources Association, Inc. attached hereto shall be transmitted to the Secretary of State of the State of Florida for filing.

Dated this 14 day of July, 1999 at Melbourne Beach, Florida.


WALTER F. DREW/DIRECTOR

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