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LEONARD H. BAIRD, JR.

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January 25, 2000

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****122.50 *****78.75

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

RE: SOUTH LAKE FILL, INC.

Dear Sir:

Enclosed for filing are original Articles Of Incorporation,
Appointment Of Registered Agent, and Certificate Designating
Place Of Business, along with my check in the amount of \$122.50
representing the following:

Filing Fee-----	\$ 35.00
Certified Copy-----	52.50
Registered Agent Designation-----	<u>35.00</u>

TOTAL-----\$122.50

Please forward a certified copy to me at your earliest
convenience in the enclosed UPS overnight envelope.

Very truly yours,

Leonard H. Baird, Jr.

LEONARD H. BAIRD, JR.

LHB/rpe
Enclosures
Express Mail Delivery

FILED
00 JAN 26 PM 12:03
DIVISION OF CORPORATIONS
FLORIDA

ARTICLES OF INCORPORATION

OF

SOUTH LAKE FILL, INC.

FILED
00 JAN 26 PM 12:03
RECORDING OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SOUTH LAKE FILL, INC., and
its principal office and mailing address is:

1180 West Magnolia Street, Clermont, Florida 34711

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of
transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of
common stock having a par value of \$10.00.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this
corporation of the same kind, class or series as that which he
already holds, shall have the right to purchase his prorata
share thereof (as nearly as may be done without issuance of
fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1180 West Magnolia Street, Clermont, Florida 34711. The name of the initial Registered Agent of this corporation at that address is: STEVEN LEE SCOTT.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 2 or more than 5. The names and addresses of the initial directors of this corporation are:

STEVEN LEE SCOTT	1180 West Magnolia Street Clermont, FL 34711
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GINGER L. SCOTT	1180 West Magnolia Street Clermont, FL 34711
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ARTICLE VIII - INCORPORATORS

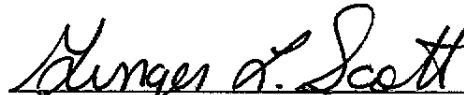
The names and addresses of the persons signing these Articles are:

STEVEN LEE SCOTT	1180 West Magnolia Street Clermont, FL 34711
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GINGER L. SCOTT	1180 West Magnolia Street Clermont, FL 34711
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IN WITNESS WHEREOF, the undersigned subscribers have
executed these Articles Of Incorporation this 24th day of
January, 2000.

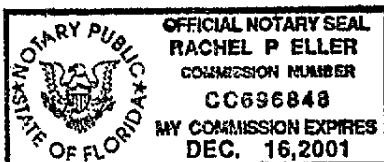

STEVEN LEE SCOTT

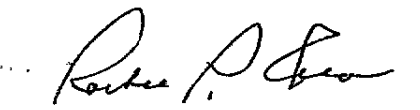

GINGER L. SCOTT

STATE OF FLORIDA)
: SS.
COUNTY OF LAKE)

BEFORE ME, a Notary Public duly authorized to take
acknowledgments in the State and County named above, personally
appeared STEVEN LEE SCOTT and GINGER L. SCOTT, known to me and
known by me to be the persons who executed the foregoing Articles
Of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the State and County named above this 24th
day of January, 2000.




Notary Public
My Commission expires:

APPOINTMENT OF REGISTERED AGENT

The Division of Corporations of the Department of State uses the following form to designate the registered agent:

Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May Be Served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First- SOUTH LAKE FILL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Clermont, State of Florida, has named STEVEN LEE SCOTT, located at 1180 West Magnolia Street, Clermont, Florida 34711, as its agent to accept service of process within Florida.

Signature: _____

Steven Lee Scott
STEVEN LEE SCOTT
Corporate Officer

Title: President

Date: January 24, 2000

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: _____

Steven Lee Scott
STEVEN LEE SCOTT
Resident Agent

Date: January 24, 2000

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that SOUTH LAKE FILL, INC., a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clermont, County of Lake, State of Florida, has named STEVEN LEE SCOTT, located at 1180 West Magnolia Street, Clermont, FL 34711, City of Clermont, State of Florida, as its agent to accept service of process within this state.

OFFICERS: AFFIX TITLES:
NAME:

SPECIFIC ADDRESS:

STEVEN LEE SCOTT-President

1180 West Magnolia Street
Clermont, FL 34711

GINGER L. SCOTT-Vice President/

1180 West Magnolia Street
Secretary-Treasurer Clermont, FL 34711

BY:

Steven Lee Scott
STEVEN LEE SCOTT
Corporate Officer

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY:

Steven Lee Scott
STEVEN LEE SCOTT
Resident Agent

FILED
00 JAN 26 PM 12:03
DEPT. OF STATE
TALLAHASSEE, FLORIDA