

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

ARTICLES OF INCORPORATION

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 9, 2000

CARLTON FIELDS OF MIAMI

211/9998/9991/850 922-4001

SUBJECT: CENTURY WASTE SERVICES, INC.
REF: W00000024435

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Division of Corporations - P.O. BOX 6827 Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
CENTURY WASTE SERVICES, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Professional Service Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I
Name**

The name of the corporation is: **CENTURY WASTE SERVICES, INC.**

**ARTICLE II
Mailing Address**

The mailing address is 100 SE 2nd Street, suite 4000, Miami, Florida

**ARTICLE III
Stock**

The corporation shall have authority to issue 100,000 shares of \$1.00 par value common stock.

**ARTICLE IV
Initial Registered Agent and Office**

The street address of its initial registered office is 100 S.E. Second Street, Suite 4000, Miami, Florida 33131. The name of its initial registered agent is Jose A. Loredó.

**ARTICLE V
Incorporator**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jose A. Loredó	100 S.E. Second Street Suite 4000 Miami, Florida 33131

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ARTICLE VI
Initial Directors

The corporation shall have one (1) director initially. The name and address of said initial director is:

<u>Name</u>	<u>Address</u>
Bill Johnson	100 SE 2 nd Street, Suite 4000 Miami, Florida 33131.

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 5th day of October, 2000.


JOSE A. LOREDO, Incorporator

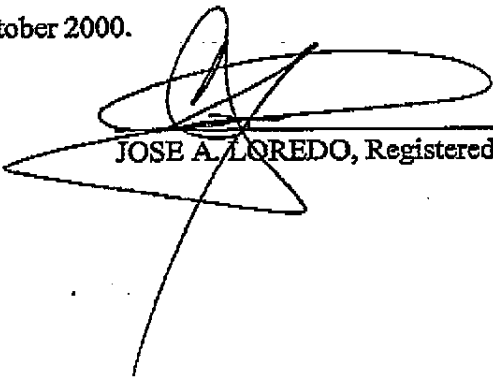
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation; (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated this 5th day of October 2000.


JOSE A. LOREDO, Registered Agent

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