

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000117278

WasteFill Services, Inc.

900003514089
-12/27/00-01023-024
*****70.00 *****70.00

FILED
00 DEC 27 AM 11:38
TALLAHASSEE, FLORIDA

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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00 DEC 27 AM 10:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF INCORPORATION

OF

WASTEFILL SERVICES, INC.

FILED
00 DEC 27 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation is **WASTEFILL SERVICES, INC.**

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. Without limiting or restricting in any manner the general powers of the Corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, the Corporation shall have the following general powers:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to, and use its credit to assist, its officers and employees in accordance with applicable law.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and

secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(j) To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the Corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purpose.

(q) To indemnify any person who was or is made a party, or is threatened to be made a party, to any proceeding by reason of his having served as a director, officer, employee or agent of the Corporation all as provided by applicable law.

(r) To purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer, or otherwise dispose of its own shares.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100,000,000 shares of common stock of one class only, having a par value of \$.01 per share.

ARTICLE V. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VI. RESTRICTION ON SALE OF PRINCIPAL ASSETS

No principal asset of the Corporation may be transferred without prior written unanimous approval of the shareholders. A principal asset is defined as one the fair market value of which exceeds \$50,000.00. A transfer is defined as a sale, lease, exchange, or other disposition of legal or equitable title. Additionally, prior written unanimous approval of the shareholders is required before transfer of all or substantially all of the assets of the Corporation.

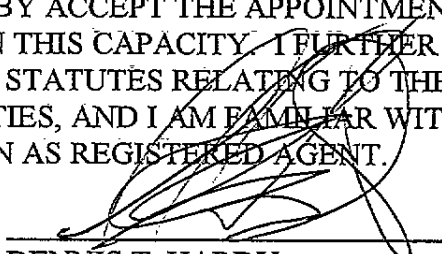
ARTICLE VII. CERTIFICATE OF DESIGNATION OF INITIAL REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is WASTE FILL SERVICES, INC.
2. The name and address of the registered agent and office is as follows:

DENNIS T. HARDY
7476 Mobile Highway
Pensacola, Florida 32526

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.


DENNIS T. HARDY

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING
ADDRESS OF THE CORPORATION

The principal office, if known, or the mailing address of the Corporation is as follows:

A. Principal office (street address) is as follows:

5570 Bellview Avenue
Pensacola, Florida 32526

B. The mailing address of the Corporation is as follows:

5570 Bellview Avenue
Pensacola, Florida 32526

ARTICLE IX. DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, in accordance with the by-laws adopted by the shareholders, provided, that the Corporation shall always have the minimum number of directors required by law.

ARTICLE X. INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is as follows:

NAME

ADDRESS

DENNIS T. HARDY

7476 Mobile Highway
Pensacola, Florida 32526

ARTICLE XI. INCORPORATORS

The name and address of each person signing these Articles of Incorporation is as follows:

NAME

ADDRESS

DENNIS T. HARDY

7476 Mobile Highway
Pensacola, Florida 32526

ARTICLE XII. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be in violation of applicable law or if such action would be inconsistent with any by-laws adopted by the shareholders.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares entitled to vote thereon.

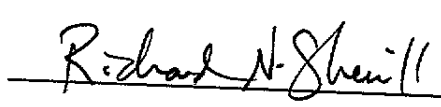

DENNIS T. HARDY

STATE OF FLORIDA
COUNTY OF ESCAMBIA

INDIVIDUAL ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 22 day of December, 2000, by DENNIS T. HARDY, who is personally known to me or who has produced FL D.L. #630178554130 (type of identification, but where this blank is unfilled or where this blank contains "N/A", reliance has been made on personal knowledge) as the identification and who did (did not) take an oath.

Signature of person taking acknowledgment:
Name of person taking acknowledgment:
(typed, printed, or stamped)


NOTARY PUBLIC
Date of Commission Expiration: _____

wastefill/articles.art/c1410



Richard N. Sherrill
MY COMMISSION # CC870009 EXPIRES
September 8, 2003
BONDED THRU TROY FARM INSURANCE, INC.

FILED
00 DEC 27 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA