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PO1000000775

December 22, 2000

FILED
00 DEC 26 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Industrial Waste Handlers & Recycling, Inc.

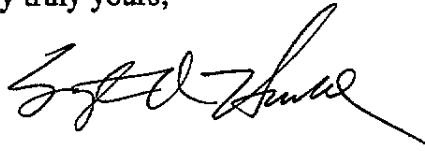
Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$122.50 to cover your cost. Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your assistance.

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***122.50 ***78.75

Very truly yours,



Stephen A. Hould

SAH/lb

cc: Vince Misuraca

**ARTICLES OF INCORPORATION
OF
INDUSTRIAL WASTE HANDLERS & RECYCLING, INC.**

FILED
00 DEC 26 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME

The name of this corporation is: Industrial Waste Handlers & Recycling, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation, which is also the mailing address of the corporation, is 38 W. 9th Street, Atlantic Beach, FL 32233.

ARTICLE III. DURATION

This corporation shall have a perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV. PURPOSES

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

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is Stephen A. Hould, Esquire, and the name of the initial registered agent at such address is 444 Third Street, Neptune Beach, FL 32266.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one. The name and address of the initial directors of the corporation are as follows:

- Russell B. Gordon, Jr., 38 W. 9th Street, Atlantic Beach, FL 32233
- Jimmy A. Gordon, 38 W. 9th Street, Atlantic Beach, FL 32233
- Vince Misuraca, 38 W. 9th Street, Atlantic Beach, FL 32233
- Russell B. Gordon, 38 W. 9th Street, Atlantic Beach, FL 32233
- Charles W. Teelon, 38 W. 9th Street, Atlantic beach, FL 32233.

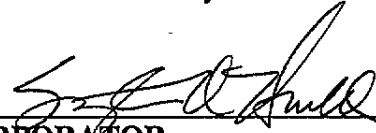
ARTICLE VIII. INCORPORATOR

The name and address of the corporation's Incorporation is Stephen A. Hould, Esquire, 444 Third Street, Neptune Beach, FL 32266.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 22nd day of December, 2000.

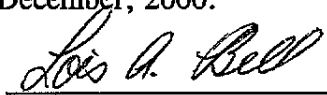


 INCORPORATOR

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public, personally appeared Stephen A. Hould, to me well known to be the person described as incorporator, who did not take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 22nd day of December, 2000.





 Notary Public, State of Florida

FILED
00 DEC 26 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

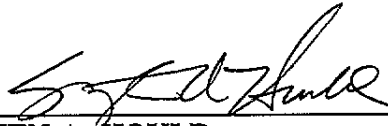
CERTIFICATE

In compliance with Florida Statutes, the following is submitted:

That Industrial Waste Handlers & Recycling, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Atlantic Beach, County of Duval, State of Florida, has named Stephen A. Hould, Esquire, at 444 Third Street, Neptune Beach, FL 32266, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open. The registered agent will be Stephen A. Hould, Esquire.



STEPHEN A. HOULD