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

IWS WASTE AND RECYCLING CORP.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
IWS WASTE AND RECYCLING CORP.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act adopts the following Articles of Incorporation for such corporation; and in compliance with Section 621 Florida Statute.

ARTICLE I
NAME

The name of the Corporation is **IWS WASTE AND RECYCLING CORP.**

ARTICLE II
DURATION

The term for which the Corporation is to exist is perpetual.

ARTICLE III
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

The general nature of the business to be transacted by the Corporation shall be generally to engage in the collection and handling of waste and recycling and other similar services of every nature and description; and the corporation shall further have the power to engage in and do any lawful act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Professional Service Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the

Prepared by:

Jose M. Herrera, Esq.

1401 Ponce de Leon Blvd.

Suite 200

Coral Gables, FL 33134

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authority to issue is One Million (1,000,000) shares of Capital stock having a par value of ONE DOLLAR (\$1.00) each.

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI
REGISTERED OFFICE

The initial street address in Florida of the registered office of the Corporation is:

604 Majorca Avenue
Coral Gables, Florida
33134

The name of the registered agent at such address is:

ARMANDO GUTIERREZ

ARTICLE VII
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

1401 Ponce De Leon Blvd.
Suite 200
Coral Gables, FL 33134

Prepared by:

Jose M. Herrera, Esq.

1401 Ponce De Leon Blvd.

Suite 200

Coral Gables, FL 33134

ARTICLE VIII
OFFICERS

The name and address of the initial officer of the Corporation is:

ARMANDO GUTIERREZ
President/Secretary

604 Majorca Avenue
Coral Gables, Florida
33134
President/Secretary

ARTICLE IX
INCORPORATOR

The name and address of the initial incorporator is:

ARMANDO GUTIERREZ
President/Secretary

604 Majorca Avenue
Coral Gables, Florida
33134
President/Secretary

ARTICLE X
DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) member. Changes in the number of members comprising the Board of Directors shall be made by

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amendment to the Corporation's bylaws.

The name of the initial director of the Corporation shall be the below described:

ARMANDO GUTIERREZ

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XII
REIMBURSEMENT FOR ORGANIZATION AND CERTAIN
OTHER PRE-INCORPORATION EXPENSES: ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the herein able mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XIII

The stockholders shall at the first meeting called for that purpose, adopt By-Laws not inconsistent with these Articles and which shall be for the government of the Corporation and subordinate to these Articles of Incorporation and the laws of the State of Florida and the United States.

ARTICLE XIV
RIGHT TO AMEND ARTICLES OF INCORPORATION

Prepared by:

Jose M. Herrera, Esq.

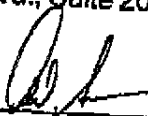
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Coral Gables, FL 33134

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any rights inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at 1401 Ponce de Leon Blvd., Suite 200, Coral Gables, Florida, 33134 on this ____ day of July, 2001.


ARMANDO GUTIERREZ

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

ON THIS ____ day of July, 2001, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared **ARMANDO GUTIERREZ**, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

NOTARY PUBLIC, STATE OF
FLORIDA

My commission expires:

Prepared by:
Jose M. Herrera, Esq.
1401 Ponce De Leon Blvd.
Suite 200
Coral Gables, FL 33134

H 0100 0082 345
CERTIFICATION 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 AND THE FLORIDA
 BUSINESS CORPORATION ACT THE FOLLOWING IS SUBMITTED:

FIRST - THAT **IWS WASTE AND RECYCLING CORP.**

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA
 WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

CORAL GABLES, STATE OF FLORIDA
 (CITY) (STATE)

HAS NAMED **ARMANDO GUTIERREZ** LOCATED AT 604 Majorca Avenue, Coral Gables,
 Florida, 33134

CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
 OF PROCESS.

SIGNATURE

Armando Gutierrez
 ARMANDO GUTIERREZ

DATE

7/17/01

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. THE UNDERSIGNED IS FAMILIAR WITH
 AND ACCEPTS, THE OBLIGATIONS OF THE POSITION OF THE REGISTERED AGENT.

SIGNATURE

Armando Gutierrez
 ARMANDO GUTIERREZ

DATE

7/17/01

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