

**CAREY, O'MALLEY, WHITAKER & MANSON, P.A.**

ATTORNEYS AT LAW

712 S. OREGON AVENUE  
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November 14, 2001

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

000004684770--3  
-11/16/01--01030--008  
\*\*\*\*157.50 \*\*\*\*\*78.75

Re: EarthFirst NextGas, Inc.  
EarthFirst Solid Solutions, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Organization for the above-named corporations.  
Please file one original and certify and return one original for each corporation to me.

Also enclosed is our firm check in the amount of \$157.50, to cover the following costs for each corporate filing:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	8.75
	<b>Total</b>	<b>\$78.75</b>

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

*Nancy Barnes*  
Nancy Barnes, Paralegal

NRB/co

Enclosures

cc: EarthFirst NextGas, Inc.  
EarthFirst Solid Solutions, Inc.

01 NOV 16 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

13  
11/20/01  
20-NRB-17

**ARTICLES OF INCORPORATION**  
**OF**  
**EARTHFIRST NEXTGAS, INC.**

FILED  
01 NOV 16 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: EarthFirst NextGas, Inc.

ARTICLE 2

Principal Address / Mailing Address

The principal address and the mailing address of this corporation are 601 South Fremont Avenue, Tampa, Florida 33606.

ARTICLE 3

Shares

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 South Oregon Avenue, Tampa, Florida 33606 and the name of the initial registered agent of this corporation at that address is Michael R. Carey.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles are:

James V. Mahoney  
601 South Fremont Avenue  
Tampa, Florida 33606

ARTICLE 6

Initial Board of Directors

This corporation shall have two (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 one (1). The name and address of the initial directors of this corporation are:

James V. Mahoney  
601 South Fremont Avenue  
Tampa, Florida 33606

John D. Stanton  
601 South Fremont Avenue  
Tampa, Florida 33606

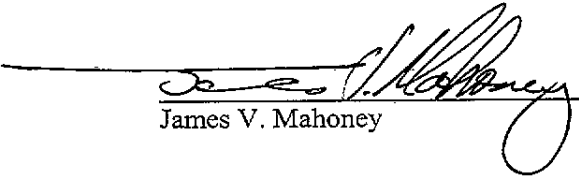
The method of election of directors will be stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 14 day of November, 2001.


  
James V. Mahoney

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of November, 2001 by James V. Mahoney.

SEAL



  
Type, Print or Stamp Name of Notary

Personally known ☒  
or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_


Acceptance of Registered Agent

FILED

01 NOV 16 AM 11:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.



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Michael R. Carey  
712 South Oregon Avenue  
Tampa, Florida 33606