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FLORIDA PROFIT CORPORATION OR P.A.

usa RECYCLING, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 13, 2002

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ARTICLES OF INCORPORATION

OF

USA ASPHALT RECYLCING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby present these Articles for the formation of a corporation for profit under Florida Law.

ARTICLE I - NAME

The name of the business corporation is USA ASPHALT RECYLCING, INC.

ARTICLE II - PURPOSE

The general nature of the business to be transacted and the purposes for which the business corporation is organized are:

- A. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.
- B. To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the conduct of business.
- C. To do everything necessary and proper for the accomplishment of any of the purposes or attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary, or incidental to the protection and benefit of the corporation, and in general, either alone or in association with any other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or attainment of the objects or the furtherance of such purposes or objects of the corporation.

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The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is expressly provided hereby that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

The capital stock of the business corporation shall be 100 shares of common stock having a par value of \$5.00 per share.

All of said stock shall be payable in cash, or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of the corporation.

ARTICLE IV - DURATION

The corporation shall have a perpetual existence commencing on March 11, 2002.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this corporation is 447 3rd Avenue North, #405, St. Petersburg, FL 33701, and the name of the initial registered agent of this corporation at that address is PATRICIA FIELDS ANDERSON.

ARTICLE VI - DIRECTORS

The business of the business corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one; and subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be one.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Patricia Fields Anderson	447 3 rd Avenue No., #405 St. Petersburg, FL 33701

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as incorporator, is as follows:

<u>Name</u>	<u>Address</u>
Patricia Fields Anderson	447 3 rd Avenue North, #405 St. Petersburg, FL 33701

ARTICLE IX - VOTING TRUSTS

No stockholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X - VOTING FOR DIRECTORS

The Board of Directors shall be elected by the stockholders of the corporation at such times and in such manner as provided by the By-Laws of the corporation.

ARTICLE XI - RESTRAINT ON ALIENATION OF SHARES

The stockholders of the corporation shall have the power to include in the By-Laws, adopted by a majority of the stockholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the stockholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without the actual notice thereof, unless the existence of such provisions be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer his stock therein except to another individual who is eligible to be a stockholder of the corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting.

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specially called for such purpose. If any stockholder becomes legally disqualified to be a stockholder of the corporation, such stockholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with the By-laws adopted by the stockholders.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

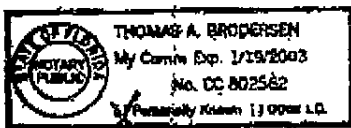
IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation this 13 day of March, 2002.


PATRICIA FIELDS ANDERSON

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared PATRICIA FIELDS ANDERSON, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she signed and executed the same for the purposes therein set forth.

13th Witness my hand official seal in the State and County aforesaid this
day of March, 2002.




Notary Public

My Commission Expires:

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I hereby accept to act as initial Registered Agent for USA ASPHALT RECYCLING, INC., as stated in these Articles of Incorporation.


PATRICIA FIELDS ANDERSON

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