

PO2000101543

RICKEY L. FARRELL, ATTORNEY AT LAW, P.A.

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FILED  
02 SEP 18 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 16, 2002

State of Florida  
Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

600007836826--7  
-09/19/02--01005--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75


RE: Choice Waste System Holdings, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the Certificate Designating Registered Agent. Please file the original in your offices and certify and return to us a certified copy.

I am enclosing a check in the amount of \$78.75, which covers the filing fees, certified copy fees and the registered agent designation fees. Thank you for your cooperation in this matter.

Sincerely,



Tiffany N. Gonsalves

Enc.

9-19-02  
PO2000101543

**ARTICLES OF INCORPORATION  
OF  
CHOICE WASTE SYSTEM HOLDINGS, INC.**

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**ARTICLE I - NAME**

The name of this corporation is Choice Waste System Holdings, Inc.

**ARTICLE II - DURATION**

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

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100,000,000 (one hundred million) shares of \$.001 par value common stock which shall be designated as "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal place of business of this corporation is 760 S.E. Port St. Lucie Boulevard, Port St. Lucie, FL 34984, and the name of the initial registered agent of this corporation is Rickey L. Farrell, Esquire, 1595 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than two Directors nor more than five. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

Willis Cowdell  
760 S.E. Port St. Lucie Boulevard  
Port St. Lucie, FL 34984

### ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporators signing these articles are:

Willis Cowdell  
760 S.E. Port St. Lucie Boulevard  
Port St. Lucie, FL 34984

### ARTICLE IX - INDEMNIFICATION

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

### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on the 5th day of August, 2002.

Willis Cowdell  
WILLIS COWDELL  
Incorporator

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Willis Cowdell, who has produced n/a as identification or who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the Articles of Incorporation.

**IN WITNESS WHEREOF**, I have set my hand and seal in the State and County above, this 5th day of August, 2002.

(SEAL)

Tiffany N. Gonsalves  
Notary Public State of Florida at Large  
Printed Signature: TIFFANY N. GONSALVES  
My Commission No:  
My Commission Expires:



Tiffany N. Gonsalves  
MY COMMISSION # CC885674 EXPIRES  
November 7, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

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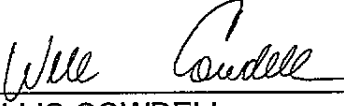
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

**FIRST** that **CHOICE WASTE SYSTEM HOLDINGS, INC.**, is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 760 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida 34984, and has named Rickey L. Farrell, Esquire, 1595 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida 34952 as its agent to accept service of process within Florida.

Dated: 9-5-02

  
\_\_\_\_\_  
WILLIS COWDELL  
Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.

  
\_\_\_\_\_  
RICKEY L. FARRELL  
Registered Agent