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EFFECTIVE DATE

1-2-03

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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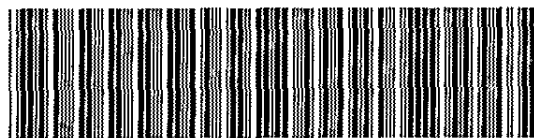
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02 DEC 27 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-30-02
[Signature]



GLOBAL RESOURCE
RECOVERY ORGANIZATION
21st Century Environmental Solutions

December 26, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: GRRO Holdings, Inc.

Dear Sir or Ma'am:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for:

\$87.50 Filing Fee, Certified Copy and Certificate of Status for GRRO Holdings, Inc., 6150 SR 70 East, Bradenton, FL 34203, 941-782-5530.

Please call me if you have any questions.

Sincerely,

Kenneth P. Brown

EFFECTIVE DATE

1-2-03

**ARTICLES OF INCORPORATION
OF
GRRO HOLDINGS, INC.**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is **GRRO HOLDINGS, INC.**, (the "Corporation").

ARTICLE II

The street address of the principal office of the Corporation is:

**6150 SR 70 East
Bradenton, FL 34203**

ARTICLE III

This Corporation is formed for the specific purpose of performing all lawful business activities.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is **2,000,000** shares, of which 1,000,000 shares shall be a class designated "preferred stock" and 1,000,000 shares shall be a class designated "common stock."

- 1) All common stock shall be identical with each other in every respect and the holder thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.
- 2) Preferred Stock.
 - a. Dividend. The Corporation shall pay a dividend upon preferred stock as follows:
 - i. Such dividend shall be equal to 10% of the face value of each share.

- ii. The Corporation shall be obligated to declare such dividend each and every quarter if it shall then be legally entitled to do so.
 - iii. If the dividend set forth herein is not paid and if such dividend did not under the circumstances have to be paid, then such dividend shall be paid before any future year's current dividend is paid.
- b. Liquidation. If the Corporation is liquidated, the following terms shall apply:
 - i. Liquidation Value. The holder of each share of preferred stock shall have the right to a sum equal to the par value of each share.
 - ii. Rights of Priority Upon Liquidation. Upon liquidation, the certificate holder shall have the right of priority over all common shares.
 - iii. Procedures. The Board of Directors of the Corporation shall have the right from time to time to adopt specific rules of procedure to carry out the full intent of this liquidation provision and to do all reasonable acts necessary therefore: provided that such rules and acts shall not violate the specific terms of this preferred stock.
- c. Voting. The holders of each share of preferred stock shall be entitled to one vote for each share; provided that such voting shall be exercised only whenever a dividend to the preferred Stockholders is in arrearage of 4 quarters.
- d. Preemptive Rights. Preferred Stockholders shall have the right to buy upon the price and terms most favorable offered any stock of the Corporation of a Class with the same or a higher priority in regards to:
 - i. Voting
 - ii. Dividends
 - iii. Security
 - iv. Redemption rights
 - v. Conversion rights
 - vi. Liquidation rights

Such preemptive right to buy such shares of stock shall be exercised in proportion to the number of preferred stock shares said Stockholders own at the time such preemptive rights arise.

- f. Security Laws. The Stockholders may be deemed to be "underwriters" under the Securities Act of 1933 (the "Securities Act"), and thus they are required to comply with the requirements of the Securities Act, the Securities Exchange Act of 1934 (the "Exchange Act"), various rules and regulations of the Securities and Exchange Commission and state securities laws in connection with any offer or transfer of this certificate.

The holders acknowledge the Corporation has no obligation under these securities laws to register this instrument or to provide a prospectus for any offer or transfer thereof by the holders.

ARTICLE V

The name and street address of the Corporation's registered agent and registered office is:

Kenneth P. Brown
2815 Old Bayshore Way
Tampa , FL 33611

ARTICLE VI

The initial Board of Directors shall consist of four members. The names and addresses of the persons who will serve on the initial Board of Directors are:

Loran R. Balvanz	8711 52 nd Avenue East, Bradenton, FL 34203
Kenneth P. Brown	2815 Old Bayshore Way, Tampa, FL 33611
Lance Ringhaver	P O Box 30169, Tampa, Florida 33630-3169
Michael U. Alvarez	101 Second Street, 11 th Floor, San Francisco, CA 94104

ARTICLE VII

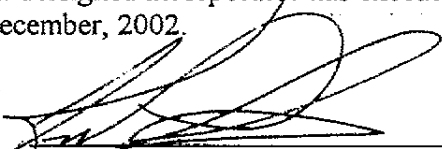
The name and street address of the incorporator to these Articles of Incorporation is:

Kenneth P. Brown, 2815 Old Bayshore Way, Tampa, FL 33611

ARTICLE VII

The existence of the Corporation shall begin on January 2, 2003.

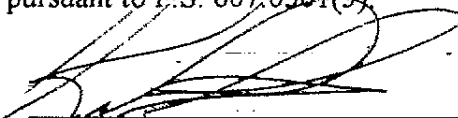
IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of Incorporation this 26th day of December, 2002.


Kenneth P. Brown

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **GRRO HOLDINGS, INC.**, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Kenneth P. Brown

Dated: 12/26/2002