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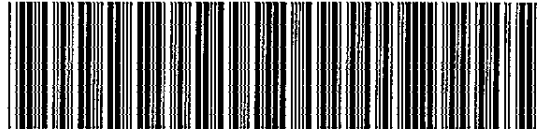
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMERICAN ENTERPRISE CORPORATION

5025 West Lemon Street
Tampa, Florida 33609
(813)-287-9733

January 14, 2003

Department of State
Division of Corporations
Corporate Filings
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

re: Formation of AmerWaste Solutions, Inc.

Dear Department:

Attached please find:

1. An original Articles of Incorporation relating to AmerWaste Solutions, Inc.;
2. A copy of the Articles of Incorporation relating to AmerWaste Solutions, Inc.;
3. Certificate of Acceptance of Designation of Registered Agent of AmerWaste Solutions, Inc.
4. Accompanying notary seal.
5. Check number 1026 in the amount of \$78.75 as payment for:

Incorporation	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	\$8.75

Please stamp the copy specified in item 2 above and return to my attention at 5025 West Lemon Street, Tampa, Florida 33609. Thank you for your prompt attention to this matter.

Sincerely,


Mark Clancy
Corporate Secretary

ARTICLES OF INCORPORATION

OF

AmerWaste Solutions, Inc.

ARTICLE I - NAME

The name of this Corporation is **AMERWASTE SOLUTIONS, INC.**

ARTICLE II - NATURE OF BUSINESS

This Corporation is organized primarily to facilitate waste solutions and to engage in or transact any or all other lawful business permitted under the laws of the State of Florida or any other State and of the United States.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 250,000,000 (two-hundred and fifty-million) shares of Common Stock having a par value of \$0.001 (one, one-thousandth dollar) per share which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors of this Corporation.

This Corporation is authorized to issue 20,000,000 (twenty-million) shares of Preferred Stock having a par value of \$.002 (two, two thousandth dollar) per share which shares shall be and hereby are designated as "Preferred Shares." Without action by the shareholders, any or all of the authorized Preferred Shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors of this Corporation.

Each of the Common Shares shall have one vote on all matters coming before any meeting of the Shareholders or otherwise to be acted upon by Shareholders. No holder of any shares or shares of any class of capital stock of the Corporation shall have any preemptive right to subscribe for any shares of capital stock of any class of the Corporation now or hereafter authorized or for any security convertible into or carrying any optional rights to purchase or subscribe for any shares of capital stock of any class of the Corporation now or hereafter authorized.

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TALLAHASSEE, FLORIDA

No provision of these Articles of Incorporation shall be deemed to deny to the Board of Directors the right, in its sole discretion, to grant to the holder of shares of any class of capital stock or any other securities of the Corporation now or hereafter authorized, at such prices and upon such other terms and conditions as the Board of Directors, in its sole discretion, may fix.

Dividends respecting any shares of the Corporation's capital stock shall be payable only out of earnings or assets of the Corporation legally available for the payment of such dividends and only as and when declared by the Board of Directors.

ARTICLE IV- TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of this Corporation in the State of Florida is 5025 West Lemon Street, Tampa, Florida 33609. The name of the initial Registered Agent of this Corporation at that address is Mark Clancy. The mailing address of this Corporation shall be 5025 West Lemon Street, Tampa, Florida 33609. .

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall initially have one (1) director. The number of Directors may be increased or decreased from time to time as permitted according to the By Laws of this Corporation but in no event shall the number of Directors be reduced below one (1). The names and addresses of the Director of this Corporation is:

Board of Directors

Name and Address

Chairman of the Board of Directors

John Stanton
AmerWaste Solutions, Inc.
5025 W. Lemon Street
Tampa, Florida 33609

ARTICLE VII - INCORPORATORS

The name and address of the incorporators of this Corporation are:

<u>Name</u>	<u>Address</u>
John Stanton	AmerWaste Solutions, Inc. 5025 W. Lemon Street Tampa, Florida 33609
Mark Clancy	AmerWaste Solutions, Inc. 5025 W. Lemon Street Tampa, Florida 33609

ARTICLE VIII - BY LAWS

The Board of Directors may repeal, amend or adopt By Laws for the Corporation pursuant to law and these Articles.

ARTICLE IX - AMENDMENTS

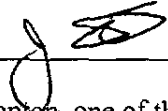
These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - SUBSCRIPTION

As of and by the execution of these Articles of Incorporation by the Incorporators, in consideration of the filing of and the premises and covenants contained in these Articles of Incorporation, the Incorporator hereby subscribe to purchase 1,000 (one-thousand) shares of Common Stock at par value for an aggregate purchase price of \$10, the full payment of which is herein acknowledged, . Said Common Shares shall be issued as specified below:

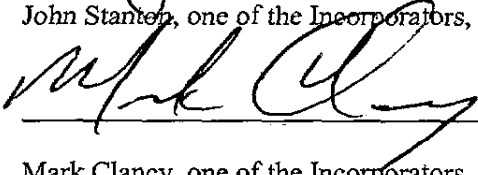
<u>Incorporators</u>	<u>Number of Shares</u>
John Stanton	500 (five-hundred) Common Shares
Mark Clancy	500 (five-hundred) Common Shares

IN WITNESS WHEREOF, the undersigned Incorporators, being natural persons competent to contract, have hereunto set my hand and affixed my seal this 9th day of January, 2003



John Stanton, one of the Incorporators, Chairman of the Board of Directors

(Seal)

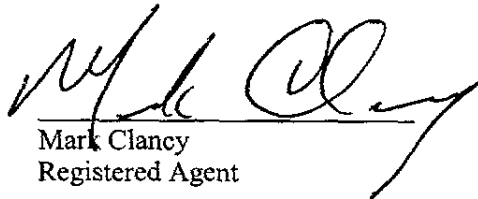


Mark Clancy, one of the Incorporators,

CERTIFICATE OF ACCEPTANCE
OF
DESIGNATION OF REGISTERED AGENT
OF
AMERWASTE SOLUTIONS, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon AmerWaste Solutions, Inc., a Corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 5025 W. Lemon Street, Tampa, Florida 33609.

IN WITNESS WHEREOF, I, such designed Registered Agent, have hereunto set my hand and seal at Tampa, Hillsborough County, Florida on this 9th day of January, 2003.


Mark Clancy
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared John Stanton, (one of the incorporators) known to me to be the person described in and who executed the foregoing Articles of Incorporation of **AmerWaste Solutions, Inc.**, and he acknowledged before me that he signed such Articles of Incorporation for the uses and purposes therein set forth.

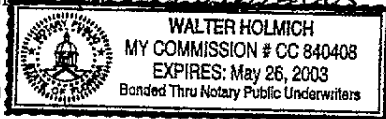
WITNESS my hand and official seal:


Notary Public, State of Florida at Large

1-10-03
(date)

My Commission Expires: 26 MAY 2003

(Notary Seal)



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared Mark Clancy, (one of the incorporators) known to me to be the persons described in and who executed the foregoing Articles of Incorporation of **AmerWaste Solutions, Inc.**, and he acknowledged before me that he signed such Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal:


Notary Public, State of Florida at Large

1-10-03
(date)

My Commission Expires: 26 MAY 2003

