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JED A. STABLER

A. FAXON HENDERSON*

RUSSELL T. SICKMEN *

*Of Counsel

January 30, 2003

Florida Dept of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

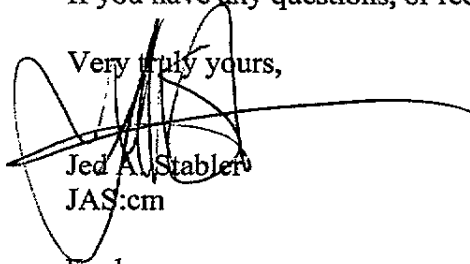
Re: Incorporation of PREMIER WASTE MANAGEMENT INC.

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation and Acceptance of Registered Agent for the above referenced corporation. I have also enclosed a check in the amount of \$75.75 to cover the filing fee, registered agent fee, and the amount necessary to obtain a certified copy of the Articles of Incorporation. Please file the Articles of Incorporation at your earliest convenience and forward the Certified Copy to Jed A. Stabler, P.A., at 5849 Okeechobee Blvd., Ste. 201, West Palm Beach, Florida 33417.

If you have any questions, or require any additional information, please do not hesitate to call.

Very truly yours,



Jed A. Stabler
JAS:cm

Enclosure

**ARTICLE OF INCORPORATION
OF
PREMIER WASTE MANAGEMENT INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be PREMIER WASTE MANAGEMENT INC.

ARTICLE II

PURPOSE, POWERS AND NATURE OF BUSINESS

This corporation is hereby authorized to carry on all or any part of the several businesses enumerated in this Article II, and enumeration of such businesses expresses the purpose of this corporation, to wit:

To engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

To manage, purchase or otherwise acquire and to hold, own, mortgage, pledge, rent, lease, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state or fair exposition.

To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same, and to erect, manage, care for and maintain, extend and alter buildings thereon, within or without the State of Florida.

To acquire the good will, rights and property and to undertake the whole or any part of the assets and the liabilities of any person, firm, association or corporation, to pay for the same in cash, the stock of this corporation, bonds or otherwise, to hold, or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all of the powers necessary to or convenient in and about the conduct of such business, within or without the State of Florida.

To enter into, make or perform contracts of every kind for any lawful purpose, with any person, firm, association, or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof, within or without the State of Florida.

The objects and purposes specified herein shall be regarded as independent objects and purposes, and, except as otherwise expressed shall in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

In addition to any and all of the purposes, object and powers set forth above, this Corporation shall be authorized to conduct and engage in any lawful business and shall have all powers necessary and convenient to affect its purposes. The foregoing shall be construed both as objects and purposes and the enumeration thereof shall not be held to

limit or restrict in any manner the general powers conferred upon this Corporation by the laws of Florida.

ARTICLE III

DURATION

This Corporation shall have perpetual existence.

ARTICLE IV

CAPITAL STOCK

There will be only one class of stock in this Corporation.

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of a par value of one dollar (\$1.00) per share.

ARTICLE V

PRINCIPAL OFFICE

The initial principal and place of business of this Corporation shall be located at 5849 Okeechobee Blvd., Ste. 201, West Palm Beach, Florida 33417, with the privilege of establishing offices and places of business at other places in the United States of America or in the State of Florida or abroad. The permanent post office address of this Corporation shall be the same as the principal place of business set forth above.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5849 Okeechobee Blvd., Ste. 201, West Palm Beach, Florida 33417. The initial registered agent of the Corporation at the address is JED A. STABLER.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) directors initially. The number of directors may be either increased or decreased from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1) nor more than five (5). The names and addresses of the initial directors of the Corporation are:

Scot Stabler

1214 Pine Sage Circle
West Palm Beach, Florida 33409

Robert Corso

4823 Via Palm Lake
West Palm Beach, Florida 33417

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is JED A. STABLER, 5849 Okeechobee Blvd., Ste. 201, West Palm Beach, Palm Beach County, Florida.

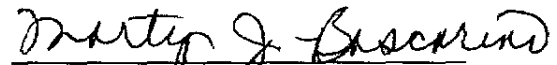
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30 day of January 2003.


JED A. STABLER

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State of Florida and County of Palm Beach, personally appeared JED A. STABLER, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he has acknowledged before me that he has executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30 day of January 2003.



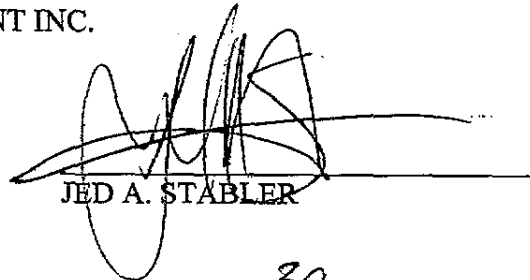
Notary Public, State of Florida
My Commission Expires:




Marty J Boscarino
My Commission DD067646
Expires December 07 2005

ACCEPTANCE OF REGISTERED AGENT

I the undersigned, hereby accept the designation of Registered Agent for services of
process of PREMIER WASTE MANAGEMENT INC.


JED A. STABLER

The foregoing instrument was acknowledge before me this 30 day of
January, 2003, by JED A. STABLER, who is personally known to me.


Notary Public, State of Florida
My Commission Expires:



Marty J Boscarino
My Commission DD067646
Expires December 07 2005

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