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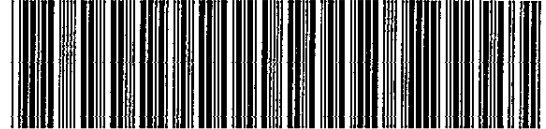
(Business Entity Name)

(Document Number)

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01/29/03--01041--008 \*\*78.75

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DIVISION OF REVENUE  
03 FEB 14 PM 3:21

WJ3-3447

Feb 14 2003

**Tools for Change  
Black Economic Development Coalition, Inc.  
6015 N.W. 7<sup>th</sup> Avenue  
Miami, FL 33127  
305/751-8934**

January 21, 2003

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Incorporation, and Certificate Designating Places of Business, and a check or money order for filing fees for the following:

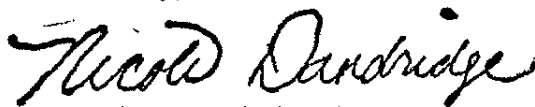
Company name	CK/MO#	Amount
<b>BIOMED WASTE OF FLORIDA, INC.</b>	4491011	\$78.75

Please file both the Articles and certificates for the Designation for the corporation and return a certified copy of each document to the following address:

Nicole S. Dandridge, Esq.  
Tools for Change  
Black Economic Development Coalition, Inc.  
6015 NW 7<sup>th</sup> Ave.  
Miami, FL 33127

Please feel free to contact me with any further questions.

Sincerely,



Nicole S. Dandridge, Esq.  
Staff Attorney

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FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

February 5, 2003

TOOLS FOR CHANGE BLACK ECONOMIC DEVE.  
6015 NW 7 AVE  
MIAMI, FL 33127

SUBJECT: BIOMED WASTE OF FLORIDA, INC.  
Ref. Number: W03000003447

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03 FEB 14 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for BIOMED WASTE OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith  
Document Specialist  
New Filing Section

Letter Number: 003A00007751

**ARTICLES OF INCORPORATION**  
**OF**  
**MEDICAL WASTE MANAGEMENT OF FLORIDA, INC.**

03 FEB 14 PM 3:21  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLES I: NAME OF THE CORPORATION**

The name of the corporation is **MEDICAL WASTE MANAGEMENT OF FLORIDA, INC.** hereinafter referred to as the "Corporation".

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation is **14798 S.W. 142<sup>nd</sup> Street, Miami, FL 33196.**

**ARTICLE III: DURATION OF THE CORPORATION**

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

**ARTICLE IV: PURPOSE OF THE CORPORATION**

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

**ARTICLE V: AUTHORIZED SHARES**

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with

a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### **ARTICLE VI: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### **ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is **14798 S.W. 142<sup>nd</sup> Street, Miami, FL 33196** ; and the registered agent at that office is **SHELLEY CROMBIE**.

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have three (3) director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

**IAN WILLIAMS**  
14798 S.W. 142<sup>nd</sup> Street,  
Miami, FL 33196.

**HEATHER SCOTT**  
8625 Reedy Branch  
Jacksonville, FL 32256

**SHELLEY CROMBIE**  
14798 S.W.142<sup>nd</sup> St.  
Miami, FL 33196

**ARTICLE IX: INCORPORATOR**

The incorporators of the Corporation are as follows:

**SHELLEY CROMBIE**  
14798 S.W. 142<sup>nd</sup> Street  
Miami, FL 33196

IN WITNESS WHEREOF, I, **SHELLEY CROMBIE** the undersigned incorporator, have signed these Articles of Incorporation on this 11 day of February, 2003, and acknowledged the same to be my act.

  
**SHELLEY CROMBIE**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **MEDICAL WASTE MANAGEMENT OF FLORIDA, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami , County of Dade, State of Florida, has named **SHELLEY CROMBIE**, at **14798 S.W. 142<sup>nd</sup> Street**, in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY:   
**SHELLEY CROMBIE**

DATE: 11/2/03

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DIVISION OF CORPORATE AFFAIRS