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03/26/04--01065--003 **78.75

FILED
04 MAR 26 PM 12:49
SECRETARY OF STATE
VALLEJO, CALIF.

04/11

ROLFE D. DUGGAR
Attorney at Law
4699 Central Avenue
St. Petersburg, Florida 33713

Real Property Law
Corporation and Business Law
Wills, Estates and Estate Planning

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March 25, 2004

AIRBORNE EXPRESS
Airbill # 1272050323

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Waste Operation-Consultants, Inc.

Gentlemen:

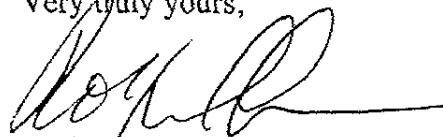
With reference to the above-captioned corporation, I am enclosing herewith the following:

1. Original and one copy of the Articles of Incorporation.
2. My check payable to the Secretary of State in the sum of \$78.75 representing the \$35.00 filing fee, \$8.75 for a certified copy, and \$35.00 for registered agent designation.

I would appreciate your approval of the Articles, filing of same and return of a certified copy of the Articles to this office.

Thank you for your attention to this matter.

Very truly yours,



ROLFE D. DUGGAR

RDD/scg
enclosures

ARTICLES OF INCORPORATION
of
WASTE OPERATION-CONSULTANTS, INC.

FILED
04 MAR 26 PM 12:49
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a for profit corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I

Name and Address

The name of the corporation shall be WASTE OPERATION-CONSULTANTS, INC., and the initial address of the Corporation is 4601 8th Avenue North, St. Petersburg, FL 33713. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE II

Nature of Business

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

ARTICLE III

Stock

The authorized capital stock of the Corporation shall consist of Five Thousand (5,000) shares of Common Stock having a par value of One Dollar (\$1.00); and all stock shall be fully paid and non-assessable. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of such stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements. The corporation shall not engage in business until it shall have at least the minimum amount of capital paid as required by law.

ARTICLE IV

Right of Purchase

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE V

Term of Corporate Existence

The corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

Incorporators

The name and street address of the Incorporator of this corporation is as follows:

DAVID W. KIRBY
4601 8th Avenue North
St Petersburg, FL 33713

ARTICLE VII

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the Bylaws.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of one member. The name and street address of the member of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the shareholders, and thereafter until her successor has been elected and qualified is as follows:

DAVID W. KIRBY
4601 8th Avenue North
St Petersburg, FL 33713

The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1), none of whom need to be a stockholder of the corporation.

ARTICLE IX

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person.

ARTICLE X

Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be located at 4601 8th Avenue North, St Petersburg, FL 33713. The name and address of the initial registered agent of the Corporation shall be DAVID W. KIRBY, 4601 8th Avenue North, St.Petersburg, FL 33713.The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE XI

Transactions In Which Directors Or Officers Are Interested

(A) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(B) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII

Indemnification of Directors and Officers

(A) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action, suit or proceedings by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgment, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(B) Any indemnification under paragraph (A) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(C) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (A) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (A) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized by this article.

(D) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE XIII

Financial Information

Except to the extent required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIV

Amendment

These Articles of Incorporation shall be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set her hand and seal this 25th day of March 2004.



DAVID W. KIRBY, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

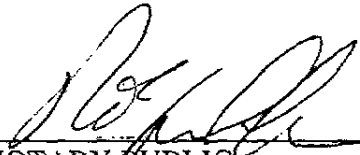
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, DAVID W. KIRBY, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 25th
day of March 2004.

(SEAL)



Rolfe D. Duggar
Commission # DD 055744
Expires Oct. 12, 2005
Bonded Thru
Atlantic Bonding Co., Inc.



NOTARY PUBLIC

Print name: Rolfe D. Duggar

My commission expires: _____

FILED
04 MAR 26 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in Article X of the Articles of Incorporation, 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.



DAVID W. KIRBY

Dated this 25 day of March 2004