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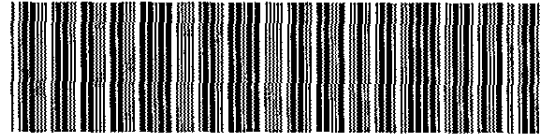
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/26/04--01011--009 **122.50

EFFECTIVE DATE

05-24-04

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CRAMER, PRICE & de ARMAS, P.A.

ATTORNEYS AT LAW

1411 EDGEWATER DRIVE, SUITE 200
ORLANDO, FLORIDA 32804

CHARLES W. CRAMER*
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(407) 843-3300
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*ALSO ADMITTED IN GEORGIA
**ALSO ADMITTED IN WASHINGTON, D.C.

OF COUNSEL: PHILIP A. THARP
1939-2003

May 24, 2004

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

Re: CompostUSA, Inc.

To Whom It May Concern:

EFFECTIVE DATE

05-24-04

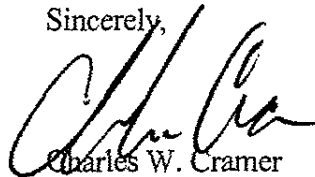
I am enclosing herewith the following items regarding the incorporation of the above referenced corporation, to wit:

1. Original and one copy of Articles of Incorporation;
2. Registered Agent Certificate; and
3. A check payable to the Secretary of State in the amount of \$122.50.

Please file these documents on our behalf and remit the Certificate of Incorporation to the undersigned.

Thank you in advance for your cooperation.

Sincerely,



Charles W. Cramer

CWC/dmm
Enclosures
cc: CompostUSA, Inc.

ARTICLES OF INCORPORATION

OF

CompostUSA, INC.

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04 MAY 26 PM 3:47
SECRETARY OF STATE
TALLAHASSEE FL 32399

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a Corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of this Corporation shall be CompostUSA, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 6021 Beggs Road, Orlando, Florida 32810.

ARTICLE III: CAPITAL STOCK

EFFECTIVE DATE
05-24-04

The maximum number of shares this Corporation is authorized to issue is ten thousand (10,000) shares of common stock having a one dollar (\$1.00) par value.

**ARTICLE IV: INITIAL REGISTERED
OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1411 Edgewater Drive, Suite 200, Orlando, Florida, 32804. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of this Corporation is:

Charles W. Cramer
1411 Edgewater Drive
Suite 200

Orlando, Florida 32804

ARTICLE VI: DATES OF EXISTENCE

Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.


ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation's initial Board of Directors shall be the following:

Richard L. Fletcher
6021 Beggs Road
Orlando, Florida 32810

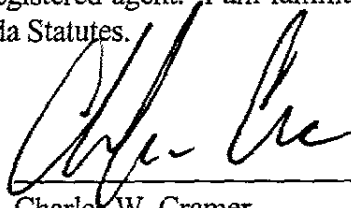
William G. St. James
6021 Beggs Road
Orlando, Florida 32810

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 24th day of May, 2004.



Charles W. Cramer
Incorporator

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §607.0505 of the Florida Statutes.



Charles W. Cramer
Registered Agent

Date: May 24, 2004

FILED
04 MAY 26 PM 2:47
CLERK OF STATE
TALLAHASSEE, FLORIDA