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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Global Waste Systems, Inc.

Signature _____

Requested by: _____

Name _____

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Time _____

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**ARTICLES OF INCORPORATION
OF
GLOBAL WASTE SYSTEMS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is Global Waste Systems, Inc., and its mailing address is 125 Worth Avenue, Suite 330, Palm Beach, Florida 33480.

**ARTICLE II
NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage the waste management business and any and all other lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the Corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

- a. Authorized Capital Stock. The Corporation is authorized to issue two classes of capital stock, designated Common Stock and Preferred Stock. The total number of shares of capital stock that the Corporation is authorized to issue is 5,500,000 shares, consisting of 5,000,000 shares of Common Stock, par value \$0.01 per share, and 500,000 shares of Preferred Stock, par value \$0.01 per share.
- b. Preferred Stock. The Preferred Stock may be issued in one or more series. The Board of Directors of the Corporation (the "Board") is hereby

authorized to issue the shares of Preferred Stock, without additional stockholder approval, in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, and rights and qualifications, limitations, or restrictions of all shares of such series. The authority of the Board with respect to each such series will include, without limiting the generality of the foregoing, the determination of any or all of the following:

- 1) the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;
- 2) the voting powers, if any, and whether such voting powers are full or limited in such series;
- 3) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;
- 4) whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series; and the dates and preferences of dividends on such series;
- 5) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- 6) the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the Corporation or any other corporation or other entity, and the price or prices or the rates of exchange applicable thereto;
- 7) the right, if any, to subscribe for or to purchase any security of the Corporation or any other corporation or other entity;
- 8) the provisions, if any, of a sinking fund applicable to such series; and
- 9) any other relative, participating, optional, or other special powers, preferences, rights, qualifications, limitations, or restrictions thereof all as may be determined from time to time by the Board and stated in the resolution or resolutions providing for the issuance of such Preferred Stock (collectively, a "Preferred Stock Designation").

c. Common Stock. Except as may otherwise be provided in a Preferred Stock Designation, the holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

d. No Preemptive Rights. No stockholder of this corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for or take any part of any stock, whether common or preferred, of any part of any notes, debentures, bonds or other securities convertible into or carrying options to purchase the stock of this corporation whether issued or unissued, and any securities of this corporation may at any time be issued, optioned for sale, sold or disposed of by this Corporation pursuant to resolution of its Board of Directors to such person or persons and upon such terms as the Board may deem proper without first offering such securities or any part thereof to existing stockholders.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 125 Worth Avenue, Suite 330, Palm Beach, Florida 33480, and the name of the initial registered agent of this Corporation is Bruce W. Keihner.

ARTICLE VI
INITIAL DIRECTORS

The Corporation shall initially have four directors. The number of directors may be either increased or diminished from time in accordance with the By-Laws, but shall never be less than one. The names and addresses of the 3 initial Directors of this Corporation are:

<u>Name:</u>	<u>Address:</u>
Isbelia Q. Brestle	125 Worth Avenue, Suite 330 Palm Beach, FL 33480
Ronald Boger	125 Worth Avenue, Suite 330, Palm Beach, FL 33480
Bruce W. Keihner	125 Worth Avenue, Suite 330, Palm Beach, FL 33480

ARTICLE VII
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if director or directors have abstained from voting because of an interest in the matter to be voted on, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII
VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE X
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE XI
DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XII
INDEMNIFICATION

This Corporation shall indemnify and hold harmless any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by the law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees (which may be advanced), actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XII
SPECIAL PROVISIONS

The following special provisions shall govern this Corporation:

- a. No person shall be required to own, hold or control stock in this Corporation as a condition precedent to holding an office or directorship in this Corporation.

- b. No contract or other transaction between the Corporation and any other corporation or entity, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporation or entity, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm, entity, or corporation, in the absence or fraud, shall be affected or invalidated by the fact that any officer, officers, or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm, entity or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, entity, or other corporation in which he may be in any way interested.

ARTICLE XIV **INCORPORATOR**

The name and address of the person signing these Articles is:

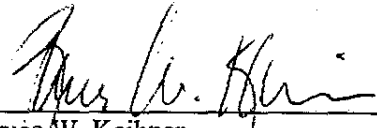
Name: _____

Address: _____

Bruce W. Keihner

125 Worth Avenue, Suite 330, Palm Beach, FL 33480

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 28 day of June 2004.


Bruce W. Keihner

ACKNOWLEDGMENT

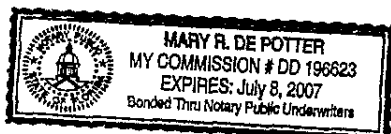
STATE OF FLORIDA)

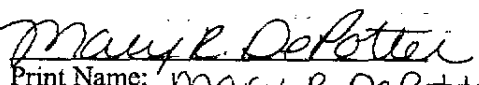
) SS:

COUNTY OF PALM BEACH)

On this 28 day June 2004, before me, the undersigned Notary Public of the State of Florida, personally appeared Bruce W. Keihner, whose name is subscribed to the within instrument, and he acknowledges that he executed it.

WITNESS my hand and official seal.




Print Name: Mary R. DePotter

NOTARY PUBLIC, STATE OF FLORIDA

[Notary Public Seal of Office]

July 8, 2007

My Commission Expires:

☒ Personally known to me, or
☐ Produced identification: Driver's License

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH

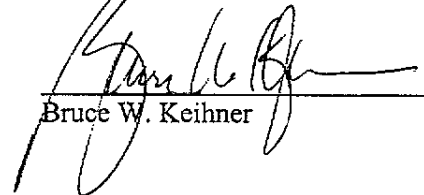
That Global Waste Systems, Inc. desiring to organize under the laws of the State of Florida, has named Bruce W. Keihner, 125 Worth Avenue, Suite 330, Palm Beach, FL 33480, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.0505, Florida Statutes.

Dated this 28 day of June 2004.

REGISTERED AGENT:


Bruce W. Keihner

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TALLAHASSEE, FLORIDA