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**FLORIDA PROFIT CORPORATION OR P.A.**

**Valet Waste Holdings, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
VALET WASTE HOLDINGS, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.**

**Name**

The name of the Corporation is **Valet Waste Holdings, Inc.**

**II.**

**Term of Existence**

The date when corporate existence will commence is December 5, 2005 in accordance with Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III.**

**Principal Office**

The principal office address of the Corporation is 1306 Fourth Avenue, Tampa, Florida 33605 and its mailing address is P. O. Box 5738, Tampa, Florida 33675.

**IV.**

**Capital Stock**

The Corporation is authorized to issue 100,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

**V.**

**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o DLA Piper Rudnick Gray Cary US LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

**VI.**

**Directors**

The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successors are duly elected and qualified, are:

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<u>Name</u>	<u>Address</u>
Michael Ferris	1013 Apollo Beach Boulevard #5 Apollo Beach, Florida 33572
David J. Magrisso	920 Coral Street Tampa, Florida 33602
Brent R. Smith	3225 Baseball Pond Road Brooksville, Florida 34602

**VII.**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o DLA Piper Rudnick Gray Cary US LLP 101 East Kennedy Boulevard, Suite 2000 Tampa, Florida 33602

**VIII.**  
**Affiliated Transactions**

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**IX.**  
**Control Share Acquisitions**

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**X.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

**XI.**  
**Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XII.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

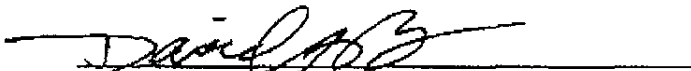
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on December 5, 2005.

  
David A. Beyer, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

I accept the appointment as Registered Agent of the Corporation to accept service of process on its behalf, at the place designated in these Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: December 5, 2005.

  
David A. Beyer