

99500001887

CAPITAL CONNECTION, INC.
P.O. BOX 10399

TALLAHASSEE, FL 32302
904-224-8870
CLIENT REF # 0012

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DOCUMENT FILING W/PC, AM RUSH, FILE ART W/ PHOTO COPY FOR:
TIRE DISPOSAL CORPORATION

JAN 9 1998 BSB

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FILED
05 JAN -9 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TIRE DISPOSAL CORPORATION

FILED
65 JUL -2 PM 12:22
CREATON, MISSISSIPPI
1965

The undersigned incorporator of TIRE DISPOSAL CORPORATION, pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is TIRE DISPOSAL CORPORATION

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation is to commence on the day these Articles are accepted for filing.

ARTICLE III. PURPOSE

The corporation is organized for purpose of recycling tires, and transacting any other lawful business.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue (i) 25,000,000 shares of participating and voting \$.01 par value Common Stock and (ii) 5,000,000 shares of \$1.00 par value, non-voting, Series A Convertible Preferred Stock. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office of the corporation is 442 West Kennedy Boulevard, Suite 200, Tampa, Florida 33606, and the name of the initial registered agent of the corporation is WILLIAM F. HUMPHRIES.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

William F. Humphries
442 West Kennedy Boulevard
Suite 200
Tampa, Florida 33606

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

William F. Humphries
442 West Kennedy Boulevard
Suite 200
Tampa, Florida 33606

ARTICLE VIII. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation and the number of shares he agrees to take are as follows:

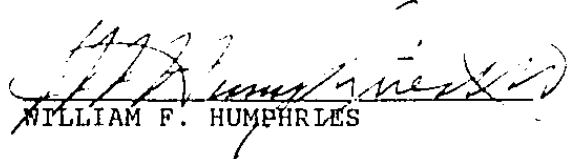
William F. Humphries
442 West Kennedy Boulevard
Suite 200
Tampa, Florida 33606

100 shares of common stock

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 5th day of January, 1995.


WILLIAM F. HUMPHRIES

FILED
CLERK OF COURT
JAN 5 1995

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - That TIRE DISPOSAL CORPORATION, desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at 442 West Kennedy Boulevard,
Suite 200, Tampa, Florida 33606, has named WILLIAM F. HUMPHRIES, of
442 West Kennedy Boulevard, Suite 200, Tampa, Florida 33606, as its
agent to accept service of process within Florida.

TIRE DISPOSAL CORPORATION

By:

WILLIAM F. HUMPHRIES

Date:

1-5-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFI-
CATE, 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.

By:

WILLIAM F. HUMPHRIES

Date:

1-5-95