

P95000014637

THE CORDRICK GROUP, INC.  
621 N.W. 53rd Street, Suite 120  
Boca Raton, Florida 33487

RECEIVED STATE  
SECRETARY OF CORPORATIONS  
95 FEB 20 PM 9:05

February 14, 1995

State of Florida  
Department of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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FEB 14 1995  
FBI - TAMPA

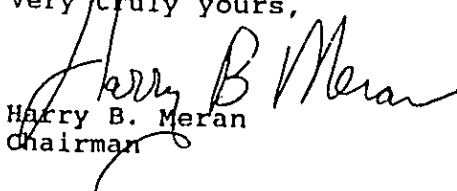
Dear Sirs:

Please accept for filing the attached Articles of Incorporation and Statement of Designated Agent of The Cordrick Group, Inc., a newly-formed Florida corporation.

Also enclosed is a check in the amount of \$70.00 for such filing.

Please confirm to me in writing at the above address that The Cordrick Group, Inc. is now duly incorporated in the State of Florida.

Very truly yours,

  
Harry B. Meran  
Chairman

HBM/jc

Enclosures

f: hbm\incorp  
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KAN 2-22

ARTICLES OF INCORPORATION  
OF  
THE CORDRICK GROUP, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation is:

The Cordrick Group, Inc.  
621 N.W. 53rd Street  
Suite 120  
Boca Raton, Florida 33487

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STATE  
SECRETARY  
FEB 20 AM 9:06

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
5,000,000	\$0.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is 621 N.W. 53rd Street, Suite 120, Boca Raton, FL 33487, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address is Harry B. Meran. An initial branch office is authorized at 355 Michigan Avenue, Elyria Ohio 44035.

#### ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote thereafter, determine that the Corporation be managed by the shareholders.

#### ARTICLE VII

The name and address of the first directors of the Corporation, who shall hold office for the first year or until their successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Robert W. Cordrick	355 Michigan Avenue Elyria, OH 44035
Harry B. Meran	2650 N.W. 46th Street Boca Raton, FL 33434

#### ARTICLE VIII

The name and address of the incorporator is: Harry B. Meran, 2650 N.W. 46th Street, Boca Raton, FL 33434.

#### ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

#### ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14th day of February, 1995.

Harry B Meran  
Harry B. Meran

STATE OF FLORIDA     ]  
                                  ]  
COUNTY OF PALM BEACH ]

The foregoing instrument was acknowledged before me on this 15 day of FEBRUARY, 1995, by HARRY B. MERAN, as Incorporator of THE CORDRICK GROUP, INC., on behalf of the Corporation. He is (personally known to me) (or has produced his drivers license) and did take an oath.

Sara Cloutier Lowe  
Notary Public  
State of Florida at Large  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

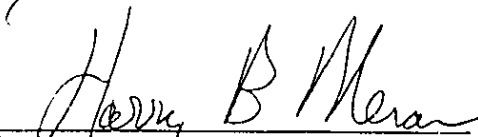
In compliance with the laws of the State of Florida, the following is submitted;

First - That The Cordrick Group, Inc., desiring to organize under the laws of the State of Florida, has designated 621 N.W. 53rd Street, Suite 120, Boca Raton, FL 33487 as the place of business for the services of process within this state.

Second - That the above Corporation has named Harry B. Meran as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 14th day of February, 1995

  
\_\_\_\_\_  
HARRY B. MERAN  
Registered Agent

P95000014637

THE CORDRICK GROUP, INC.

621 NW 53rd Street, Suite 120

Boca Raton, Florida 33487

Phone: (407) 995-7179

Fax: (407) 995-9644

June 17, 1996

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

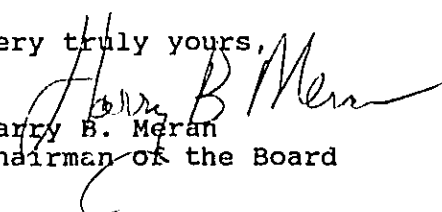
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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

Enclosed are Articles of Amendment changing the name of "The Cordrick Group, Inc.", a Florida corporation, to "Midwest Disposal, Inc.".

If you need any further documentation to accomplish this name change please let me know.

Very truly yours,

  
Harry B. Meran  
Chairman of the Board

FILED  
95 JUN 20 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 6/24  
NC

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE CORDRICK GROUP, INC.

FILED  
95 JUN 20 PM 2:45  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, The Cordrick Group, Inc., a Florida Corporation, does hereby adopt the following Articles of Amendment to the Articles of Incorporation of the Corporation.

FIRST:

"The previous name of the Corporation, "The Cordrick Group, Inc., is hereby changed to "Midwest Disposal, Inc.", effective immediately and Article I of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE I

The corporate name for the Corporation (hereinafter called the "Corporation") is Midwest Disposal, Inc.

SECOND:

This Amendment to the Articles of Incorporation of the Corporation was approved and adopted on June 7, 1996.

THIRD:

The designation of the voting group of shareholders entitled to vote on such amendment is all holders of shares of common stock of the Corporation.

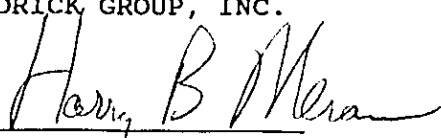
FOURTH:

The number of votes cast for the Amendment by the voting group was sufficient for the approval thereof.

EXECUTED on June 7, 1996.

THE CORDRICK GROUP, INC.

By:

  
Harry B. Meran  
Chairman of the Board  
and Secretary