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04/05/95 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: ACE INDUSTRIES, INC.
DEPARTMENT OF STATE 34 NW 11TH ST
STATE OF FLORIDA
409 EAST GAINES STREET MIAMI FL 33134-2890
TALLAHASSEE, FL 32399 CONTACT: LYNN FRIEDMAN
FAX: (904) 922-4000 PHONE: (305) 388-2571
FAX: (305) 388-7632

((H95000003890))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PLANET RECYCLE ENVIRONMENTAL SERVICES, INC.
FAX AUDIT NUMBER: H95000003890 CURRENT STATUS: REQUESTED
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**ARTICLES OF INCORPORATION
OF
PLANET RECYCLE ENVIRONMENTAL SERVICES, INC.**

ARTICLE I. NAME OF CORPORATION

The name of this corporation is PLANET RECYCLE ENVIRONMENTAL SERVICES, INC.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address and initial registered office of this corporation is:

540 EAST McNAB ROAD, SUITE A-B
POMPANO BEACH, FLORIDA 33060

and the name of the initial registered agent of the corporation at that address is LISA BARBARA MAX.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by the Bylaws.

The name and address of the initial Directors of this corporation are:

LISA BARBARA MAX
6941 NW 21 LANE
FORT LAUDERDALE, FL 33308

MARK ALLEN SAFREED
41 TRUXTON DRIVE
MIAMI SPRINGS, FL 33166

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ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
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ARTICLE VII. INCORPORATION

The names and addresses of these persons signing these Articles are:

LISA BARBARA MAX
5941 NW 21 LAND
FORT LAUDERDALE, FL 33308

MARK ALLEN SAFFRED
41 TRUXTON DRIVE
MIAMI SPRINGS, FL 33165

ARTICLE VIII. BYLAWS

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

ARTICLE IX. INITIAL ISSUE OF STOCK

Shares of the capital stock of this corporation shall be issued initially to the following person and in the amount set opposite their names:

LISA BARBARA MAX 100 SHARES

MARK ALLEN SAFFRED 100 SHARES

ARTICLE X. MEETINGS BY CONFERENCE

Members of the Board of Directors may participate in special meetings by conference telephone as provided by law, but regular meetings of the Board of Directors must be attended, in fact, in person, by each Director.

ARTICLE XI. INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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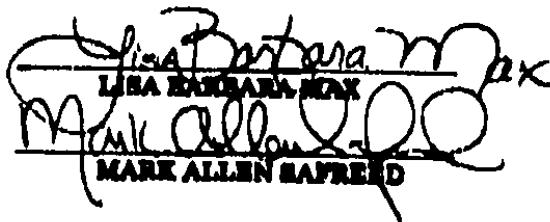
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ARTICLE XII. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them and any right conferred upon the shareholders is subject to this reservation.

Executed this 1st day of April, 1995.

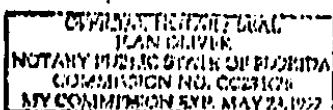

Lisa Barbara Max
MARK ALLEN SAFREED

BEFORE ME, the undersigned authority, appeared LISA BARBARA MAX, and MARK ALLEN SAFREED, who to me is well known to be the person described in and who subscribed the above articles of incorporation, and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes wherein mentioned and set forth.

Dated this 1st day of April, 1995.

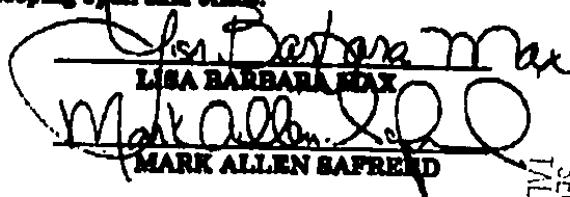

Jean Oliver JEAN OLIVER
Notary Public, State of Florida

My Commission Expires:



ACKNOWLEDGMENT

Having been named to accept service of process for this corporation, at the place designated in Article V, we hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.


Lisa Barbara Max
MARK ALLEN SAFREED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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