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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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ELECTRONIC FILING COVER SHEET

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ALL-COUNTIES WASTE PROCESSING, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ALL-COUNTIES WASTE PROCESSING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be All-Counties Waste Processing, Inc.

ARTICLE II.

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

Antonio Gonzalez, Esq.
Florida Bar No. 437972
(305) 364-9985 (for electronic filing)
8477 NW 152 Lane
Miami, FL 33016

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ARTICLE III.

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is Five Hundred (500) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$1.00.

ARTICLE IV.

TERM

This corporation shall commence existence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

ARTICLE V.

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be Antonio Gonzalez and the Registered Office shall be located at 8979 N.W. 152 Lane, Miami, FL 33016, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

The aforementioned is also the principal place of business until such other location or locations are so designated by the Directors of the Corporation.

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ARTICLE VI.

DIRECTORS

This corporation shall have not less than 2 nor more than 4 directors, as set forth in the By-Laws. The names and street addresses of the first board of directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, are:

<u>NAME</u>	<u>STREET ADDRESS</u>
John Vasconez	15490 N.W. 97th Avenue Hialeah, Fl. 33016
Robert Saroza, Jr.	15490 N.W. 97th Avenue Hialeah, Fl. 33016
Roberto Saroza	15490 N.W. 97th Avenue Hialeah, Fl. 33016
Alex Montegudo	15490 N.W. 97th Avenue Hialeah, Fl. 33016

ARTICLE VII.

SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is: Antonio Gonzalez, 8979 N.W. 152 Lane, Miami, FL 33016.

ARTICLE VIII.

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have

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the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

ARTICLE IX.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE X.

TELEPHONE MEETING AUTHORIZED

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Members of the board of directors or of any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.


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ARTICLE XI.

AMENDMENTS

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 17th day of April, 1995.


ANTONIO GONZALEZ

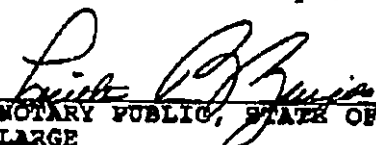
STATE OF FLORIDA }
COUNTY OF DADE } SS

BEFORE ME, the undersigned authority, this day personally appeared:

ANTONIO GONZALEZ

to be known to be the individual described in and who executed the foregoing Articles of Incorporation of All-Counties Waste Processing, Inc. and that he acknowledged before me that he signed and executed same for the purpose therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 17th day of April 1995.


NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE



LETTIE R. BODAS
My Commission Expires Feb. 01, 1998
Bonded by HAI
800-422-1875

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APR-19-1995 08:58 FROM EMPIRE

TO

19049224000 P.11

CERTIFICATE ACCEPTING DESIGNATION
AS
REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of All-Counties Waste Processing, Inc. and agree to serve as its agent to accept service of process within this State as its Registered Office.


ANTONIO GONZALEZ

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