

FROM

P950000067669

8/31/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

1:31 PM

((H95000009708))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: MAHONEY ADAMS & CRISER, P.A.
50 N. LAURA ST
3400 RAJNETT CENTER
JACKSONVILLE FL 32207-
CONTACT: CORINNE P MCCLURE
PHONE: (904) 354-1100
FAX: (904) 798-2661

((H95000009708))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SHRED-ALL OF FLORIDA, INC.
FAX AUDIT NUMBER: H95000009708

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/31/1995

TIME REQUESTED: 13:31:03

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 076226003514

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000009708))

** ENTER 'M' FOR MENU. **

HAC #17838.101

FILED
95 AUG 31 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/1
RECEIVED
SEP 1 1995
CLERK

FROM

(THU) 08. 31 '95 14:26/ST. 14:25 NO 3561402896 F 1

H95000009708

Articles of Incorporation
of
Shred-All of Florida, Inc.

FILED
95 AUG 31 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is Shred-All of Florida, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 9802 Baymeadows Road, Suite 12, in the City of Jacksonville 32256.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval 32202. The name of the registered agent at such address is RAX CO.

Prepared by Kimberly N. Rhodes, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0986755

H95000009708

FROM

(THU) 08.31.95 14:26 ST 14 35 NO 0001012891 3 3

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ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is Ten Million (10,000,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
RAX CO.	c/o Mahoney Adams & Criser, P.A. 3400 Barnett Center Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

H95000009708

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(THU) 08.31'95 14:27:ST 14:25 NO 3561472695 P 1

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2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Barry Grahek	9802 Baymeadows Road, Suite 12 Jacksonville, FL 32256

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

H95000009708

FROM

(THU) 08-31-95 14:27 ST 14 25 NO 3561412696 F F

H95000009708

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and accordingly hereunto has set his hand and seal.

DATED at Jacksonville, Duval County, Florida, this 23 day of August, 1995.

RAX CO., a Florida corporation

By: 

G. Alan Howard, Vice President

H95000009708

FROM

(THU) 08 31 95 14 27 ST 14 25 NO 3561412896

H95000009708

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Shred-All of Florida, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

RAX CO., a Florida corporation

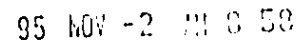
By: 
G. Alan Howard, Vice President

DATED: August 23, 1995

FILED
95 AUG 31 PM 4: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000009708

201 HAYS STREET
LAUREL, MD 20630
(301) 442-9171



REFERENCE : 682955 6923A

AUTHORIZATION : Patricia Pyzdek
COST LIMIT : \$ 70.00

COST LIMIT : \$ 70.00

ORDER DATE : September 15, 1995

ORDER TIME : 12:24 PM

ORDER NO. : 682955

CUSTOMER NO: 6923A

CUSTOMER: Ma Corinne McClure
Mahoney Adams & Crisler, P.A.
3300 Barnett Center
50 North Laura Street
Jacksonville, FL 32202

ARTICLES OF MERGER

SHRED-ALL, INC.

INTO

SHRED-ALL OF FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

N HENDRICKS NOV - 3 1955



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SHRED-ALL, INC., A GEORGIA CORPORATION, P37755

INTO

SHRED-ALL OF FLORIDA, INC., a Florida corporation, P95000067669.

File date: November 2, 1995

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
of
Shred-All, Inc.
into
Shred-All of Florida, Inc.

FILED
95 AUG 31 1995
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act and Sections 14-2-1105 and 14-2-1107 of the Georgia Business Corporation Code, the following Articles of Merger are adopted by Shred-All of Florida, Inc. ("Shred-All II"), a Florida corporation, and Shred-All, Inc. ("Shred-All I"), a Georgia corporation.

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between Shred-All I and Shred-All II is attached hereto as Exhibit A and incorporated herein by reference.
2. Pursuant to the Plan of Merger, Shred-All I shall be merged with and into Shred-All II and Shred-All II shall be the surviving corporation. The effective date of the merger is the date of filing these Articles of Merger with the Secretary of State of the State of Florida.
3. The Merger Agreement was duly adopted by the directors of Shred-All I on August 31, 1995 and by the directors of Shred-All II on August 31, 1995.
4. The Merger Agreement was approved by the shareholders of Shred-All I on August 31, 1995. Of the 1,000 outstanding shares of Shred-All I common stock, all entitled to vote, 1,000 votes were cast in favor of approving the Plan of Merger.
5. In accordance with Section 607.1103 of the Florida Business Corporation Act, Shareholder approval of the Merger Agreement was not necessary, because (i) the articles of incorporation of Shred-All II will not differ from its articles before the merger and (ii) each shareholder of Shred-All II whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations and relative rights, immediately after the merger.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 31st day of August, 1995.

SHRED-ALL, INC.

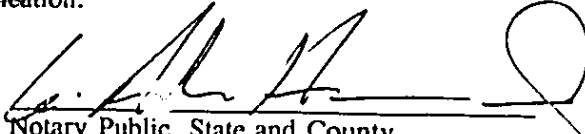
By: 

Barry Grahek
Its: President

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was executed, acknowledged and delivered before me this 31st day of August, 1995, by Barry Grahek, the President of Shred-All, Inc. on behalf of the corporation. He is personally known to me ~~or has produced~~ as identification.



Notary Public, State and County

Aforesaid

Print Name:

My commission expires:

My commission number:



G. ALAN HOWARD
MY COMMISSION # CC331110 EXPIRES
November 15, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

(NOTARIAL SEAL)

Shred-All of Florida, Inc.

By: 

Barry Grahek

Its: President

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was executed, acknowledged and delivered before me this 31st day of August, 1995, by Barry Grahek, the President of Shred-All of Florida, Inc. on behalf of the corporation. He is personally known to me ~~or has produced~~ as identification.



Notary Public, State and County

Aforesaid

Print Name:

My commission expires:

My commission number:



G. ALAN HOWARD
MY COMMISSION # CC331110 EXPIRES
November 15, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

(NOTARIAL SEAL)

AGREEMENT AND PLAN OF MERGER OF

**Shred-All, Inc., a Georgia Corporation
with and into
Shred-All of Florida, Inc., a Florida Corporation**

This Agreement and Plan of Merger, dated August 31, 1995, made by and between Shred-All of Florida, Inc., a Florida corporation ("New Shred-All") and Shred-All, Inc., a Georgia corporation ("Old Shred-All") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, Old Shred-All desires to merge with and into New Shred-All, with New Shred-All being the surviving corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan");

WHEREAS, the Constituent Corporations are effecting the Merger for the purpose of moving the business operations of Old Shred-All to Florida; and

WHEREAS, the respective Board of Directors of the Constituent Corporations have determined it is advisable that Old Shred-All be merged into New Shred-All, on the terms and conditions set forth in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 14-2-1107 of the Georgia Business Corporation Code (respectively, the "Florida Act" and the "Georgia Code").

NOW THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I

THE MERGER

1. The term "Effective Date" shall mean the date first written above.
2. On the Effective Date, Old Shred-All shall be merged with and into New Shred-All. The separate existence of Old Shred-All shall cease as of the Effective Date and the existence of New Shred-All shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public, as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.
3. The Plan of Merger has been approved by the Directors of Old Shred-All and New Shred-All in accordance with Section 607.1107 of the Florida Act and Section 14-2-1107 of the Georgia Code.

ARTICLE II

EFFECTS OF THE MERGER

As of the Effective Date:

1. New Shred-All shall possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of Old Shred-All, and shall be responsible and liable for all liabilities and obligations of Old Shred-All, all as more particularly set forth in Section 607.1106 of the Florida Act and Section 14-2-1106 of the Georgia Code; and

2. New Shred-All shall be the surviving corporation and the Articles of Incorporation and Bylaws of New Shred-All shall be unaffected by the merger.

ARTICLE III

TERMS OF THE TRANSACTION: CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of Old Shred-All's common stock into shares of New Shred-All's stock shall be as follows:

Each share of Old Shred-All's common stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into three thousand (3000) shares of the presently authorized and unissued shares of the common stock of New Shred-All.

ARTICLE IV

ASSIGNMENT

If at any time New Shred-All shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in New Shred-All the title to any property or rights of Old Shred-All, or to otherwise carry out the provisions hereof, the proper officers and directors of Old Shred-All as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in New Shred-All.

ARTICLE V

EXPENSES

New Shred-All shall pay all expenses of accomplishing the Merger.

ARTICLE VI

AMENDMENT

At any time before the filing of the Articles of Merger to be filed in connection herewith with the Florida Department of State and the Georgia Department of State, the Directors of New Shred-All may amend this Plan. If the Articles of Merger have already been filed, amended Articles of Merger shall be filed with the Florida Department, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VII

TERMINATION

If for any reason, consummation of the Merger is inadvisable in the opinion of the Board of Directors of New Shred-All, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of New Shred-All. Upon termination, as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of Old Shred-All or New Shred-All, or their directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

Shred-All of Florida, Inc.

By: 

Barry Grabek

Its: President

Shred-All, Inc.

By: 

Barry Grahek

Its: President

P95000067669



95-11-7-15

ACCOUNT NO. : 072100000000

REFERENCE : 682355 6923A

AUTHORIZATION :

Patricia Pignato

POST LIMIT : \$ 15.00

ORDER DATE : September 19, 1995

ORDER TIME : 10:01 AM

ORDER NO. : 682355

CUSTOMER NO: 6923A

CUSTOMER: Mal. Corlino McClure
Mahoney, Adams & Criser, P.A.
50 Laura Street
1100 Barnett Center
Jacksonville, FL 32202

DOMESTIC AMENDMENT FILING

NAME: SHRED-ALL OF FLORIDA, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: David K. Dunlap

EXAMINER'S INITIALS:

FILED
95 NOV -7 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-7-95
change
Amendment
DC

11-7-95

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SHRED-ALL OF FLORIDA, INC.

FILED
SEP 11 1995
FBI - TAMPA
RECEIVED
SEP 11 1995
FBI - TAMPA

The undersigned do hereby certify as follows:

1. They are President and Secretary of Shred-All of Florida, Inc., a Florida corporation, whose original Articles of Incorporation were filed with the Department of State on 8/31/95, under the name Shred-All of Florida, Inc., and assigned document no. P95000067669.

2. The following amendment to the corporation's Articles of Incorporation was duly adopted by written consent of all of the directors and shareholders of the corporation on 8/31/95, in accordance with Sections 607.0704 and 607.0821, Florida Statutes:

RESOLVED, that Article 1 of the Articles of Incorporation of this corporation is hereby amended in its entirety to read as follows:

ARTICLE 1 - NAME AND DURATION

The name of the Corporation is Shred-All, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date the Articles are filed by the Secretary of State.

3. The consent of all holders of common stock in the corporation to this amendment is sufficient for approval by such shareholders.

DATED this 31st day of August, 1995.

SHRED-ALL OF FLORIDA, INC.

By: Barry Grahek

Barry Grahek, PRESIDENT

ATTEST:

S. J. W. Jr., SECRETARY

MAHONEY ADAMS & CRISER, P.A.
3300 BARNETT CENTER • 50 NORTH LAURA STREET
POST OFFICE BOX 4099
JACKSONVILLE, FLORIDA 32201
(904) 351-1100 • FACSIMILE (904) 798-2699

P95000067669
December 7, 1995

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

Re: Shred-All, Inc.; Document No. P95000067669

Dear Sir or Madam:

Please change your records to indicate a change of address for the above-captioned corporation from:

9802 Baymeadows road, Suite 12
Jacksonville, FL 32256

to:

11251 Phillips Parkway Drive East
Jacksonville, FL 32256

Thank you for your cooperation.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Corinne P. McClure

Corinne P. McClure
Legal Assistant

cc: Shred-All, Inc.
G. Alan Howard, Esq.

o:\tax\mcclure\howard\shred\add-chg.inc

R 12 14

MAHONEY ADAMS & CRISER, P.A.
3300 BARNETT CENTER • 50 NORTH LAURA STREET
POST OFFICE BOX 4099
JACKSONVILLE, FLORIDA 32201
(904) 354-1111

P95000067669

February 16, 1996

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

Re: Shred-All, Inc.; Document No. P95000067669

Dear Sir or Madam:

Please change your records to indicate a change of address for the above-captioned corporation from:

11251 Phillips Parkway Drive East
Jacksonville, FL 32256

to:

9802 Baymeadows Road, Suite 12
Jacksonville, FL 32256

Thank you for your cooperation.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Corinne P. McClure

Corinne P. McClure
Legal Assistant

cc: Shred-All, Inc.
G. Alan Howard, Esq.

o:\tax\mcclure\howard\shred\add-chg.inc

JUN-03-97 TUE 11:14 AM

MAHONEY ADAMS & CRISER

FAX NO. 9047982661

P. 01

P95000067669

5/15/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:56 AM

((H97000008009 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: MAHONEY ADAMS & CRISER, P.A.
CONTACT: CORINNE P MCCLURE
PHONE: (904)354-1100

ACCT#: 076226003514

FAX #: (904)798-2697

NAME: SHRED-ALL, INC.

AUDIT NUMBER.....H97000008009

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 1

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

MAC No. 17838.101

97 JUN -3 PM 2:00
DIVISION OF CORPORATIONS

Handwritten:
P. 01
MAHONEY ADAMS & CRISER

H97000008009

ARTICLES OF DISSOLUTION
OF
SHRED-ALL, INC.

The undersigned Corporation, pursuant to the provisions of Florida Statutes Section 607.1403, adopts the following Articles of Dissolution on behalf of the Corporation, for the purpose of dissolving the Corporation:

ARTICLE I

The name of the Corporation is SHRED-ALL, INC.

ARTICLE II

Dissolution of the Corporation was authorized on JUNE 1, 1997.

ARTICLE III

Dissolution of the Corporation was approved by the written consent of the Sole Shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution this 2nd day of June, 1997.

SHRED-ALL, INC.

By: Barry Grahek
Barry Grahek, President

0:\m\adams\howard\shred\all\shred\inc.a

Prepared by:
G. Alan Howard, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0629091

H97000008009