

P95000073980



ACCOUNT NO. : 0721000000032

REFERENCE : 690455 5317A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : September 25, 1995

ORDER TIME : 9:28 AM

ORDER NO. : 690455

CUSTOMER NO: 5317A

CUSTOMER: Robert Bivins, Esq  
GLENN RASMUSSEN & FOGARTY

Ashley Tower, Suite 300  
100 South Ashley Drive  
Tampa, FL 33602

DOMESTIC FILING

NAME: ZEPHYRHILLS RECYCLING, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

SKB  
9/25/95

ARTICLES OF INCORPORATION  
OF  
ZEPHYRHILLS RECYCLING, INC.

The undersigned, acting as the incorporator of ZEPHYRHILLS RECYCLING, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

ZEPHYRHILLS RECYCLING, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is: 9150 Gall Boulevard, Zephyrhills, Florida 33540.

ARTICLE III. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

(a) To engage in every aspect and phase of the business of scrap metal purchase and sale and to engage in every aspect and phase of related businesses; and

(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE IV. INITIAL BOARD OF DIRECTORS

The corporation shall have 3 directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Katrina K. Reed	31735 Tally Ho Lane Zephyrhills, Florida 33543

Robert L. Davenport

1902 Orient Road  
Tampa, Florida 33619

Linda R. Davenport

1902 Orient Road  
Tampa, Florida 33619

#### ARTICLE V. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 3,000 shares of common stock, having a par value of \$.01 per share.

#### ARTICLE VI. PREEMPTIVE RIGHTS

The corporation shall provide 30 calendar days' advance written notice to each holder of common stock before the issuance of any of the following (the "New Securities"), whether or not currently authorized:

- a. any shares of voting or nonvoting capital stock;
- b. any rights, options, or warrants to acquire capital stock; and
- c. any notes, debentures, or other debt securities that are convertible into equity securities.

That notice will be effective when received, if it is delivered personally or by telex, telecopy, telegram, or commercial courier, or on the third day after it is postmarked by the United States Postal Service, if it is delivered by first class, postage prepaid United States mail. A holder of common stock waives his right to purchase any New Securities proposed to be issued by the corporation unless he exercises that right and pays for the New Securities within 30 calendar days after the effective date of the corporation's written notice of the proposed issuance. Each holder of common stock shall have the first preemptive right (subject to adjustments to avoid the issuance of fractional shares) to purchase any New Securities for the consideration set by the corporation's board of directors and in the ratio that the respective amounts of New Securities, on a fully diluted basis, held by them on the effective date of the corporation's notice of issuance of such New Securities bears to the total number of shares of common stock outstanding, on a fully diluted basis. Each holder of common stock has the right of over allotment, so that, if a holder does not purchase his pro rata interest in the New Securities, the other purchasing holders may purchase their respective pro rata interests in that portion of the New Securities that were not purchased. A holder of securities other than common

stock does not have, solely because of any statute or his ownership of other securities of the corporation, a right to purchase any New Securities proposed to be issued by the corporation. The foregoing preemptive rights apply to all issuances of New Securities, including without limitation, the following:

a. securities issued as compensation to agents, officers, directors, and employees of the corporation or its affiliates or subsidiaries;

b. securities issued to satisfy conversion or option rights created to provide compensation to agents, officers, directors, or employees of the corporation or its affiliates or subsidiaries;

c. shares authorized in these articles of incorporation that are issued within six months from the effective date of incorporation; and

d. securities sold for other than cash consideration.

Notwithstanding the foregoing, a public offering of the common stock is excluded from the foregoing preemptive right of first refusal. The corporation may issue New Securities that are not acquired by holders of common stock to any person during a period of 90 calendar days after such New Securities have been offered to the holders of common stock at a consideration set by the board of directors that is equal to or exceeds the consideration set for the exercise of the foregoing preemptive rights. Any offer received by the corporation at a lower consideration or after the expiration of the 90-day period referenced above shall again be subjected to the preemptive rights described in this article.

#### ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is c/o Glenn Rasmussen & Fogarty, 100 South Ashley Drive, Suite 1300, Tampa, Florida 33602, and the name of the corporation's initial registered agent at that address is Robert W. Bivins.

#### ARTICLE VIII. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at the time and on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

Robert W. Bivins  
Glenn Rasmussen & Fogarty  
100 South Ashley Drive, Suite 1300  
Tampa, Florida 33602

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporators to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: September 22, 1995.

Robert W. Bivins  
Robert W. Bivins,  
as incorporator

1629 002  
(ksh2:433)  
9/22/95 10:29 AM

ZEPHYRHILLS RECYCLING, INC.

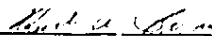
ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That ZEPHYRHILLS RECYCLING, INC., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at c/o Glenn Rasmussen & Fogarty, 100 South Ashley Drive, Suite 1300, Tampa, Florida 33602, has named Robert W. Bivins as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for ZEPHYRHILLS RECYCLING, INC. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: September 22, 1995.

  
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ROBERT W. BIVINS

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P95000073980

FRANK, SCHABACKER, GRAMLING, SIMMONS & DUNLAP

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

W. GRAY DUNLAP, JR.  
STEVEN C. FRANK  
GEORGE F. GRAMLING, III  
MARK M. SCHABACKER  
JUDITH W. SIMMONS

100 NORTH TAMPA STREET  
P.O. Box 3328  
TAMPA, FLORIDA 33601-3328  
TELEPHONE (813) 228-0036  
FACSIMILE (813) 228-0519

November 1, 1995

VIA U.S. MAIL  
CERTIFIED RETURN  
RECEIPT REQUESTED  
Number 2 184 320 876

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Statement of Change of Registered Office or Registered  
Agent or Both for Corporations  
Zephyrhills Recycling, Inc.

Dear Sir:

Enclosed is the original fully executed Statement of Change of  
Registered Office or Registered Agent or Both for Corporations to  
be filed by your office and our Check Number 2797 in the amount of  
\$35.00 to cover the cost of filing fees.

In addition, I have enclosed a copy of said document. Please  
date stamp the copy and return it to me in the stamped self-  
addressed envelope which I have enclosed for your convenience.

Thank you for your assistance and cooperation in this matter.

Sincerely,

*(Signature)*

William E. O'Haver  
Assistant to  
George F. Gramling, III

LEO  
Enclosures  
Zephyrhills Recycling, Inc.

7A JH9  
DEC 7

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: ZEPHYRHILLS RECYCLING, INC.

1b. The mailing address of the corporation is : 9150 Gall Boulevard  
Zephyrhills, Florida 33540

1c. Date of incorporation: Sept. 25, 1995 Document number: P95000073980

2. The name and address of the current registered agent and office:

Robert W. Bivins  
100 South Ashley Drive, Suite 1300  
Tampa, FL 33602

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable).

Robert L. Davenport  
1902 Orient Road  
Tampa, FL 33619

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution and adopted by its board of directors or by an officer so authorized by the board.

Katrina K. Reed  
(Signature of an officer, chairman or  
vice chairman of the board)

10/16/95  
(Date)

Katrina K. Reed, President  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Robert L. Davenport  
(Signature of Registered Agent)

10/16/95  
(Date)