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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

FILED
 99 FEB -4 PM 12:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SOUTHEASTERN RECYCLING CORPORATION
 (Corporation Name) (Document #)

2. _____
 (Corporation Name) (Document #)

3. _____
 (Corporation Name) (Document #)

4. _____ **800002764648--0**
 (Corporation Name) (Document #) ~~02/04/99 01039-038~~

*****35.00 *****35.00

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 99 FEB -4 AM 11:10
 DIVISION OF CORPORATION

Examiner's Initials See 2/4

**ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF
Southeastern Recycling Corporation**

**FILED
99 FEB -4 PM 12: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts
The following articles of amendment to its articles of incorporation:*

FIRST: Amendment(s) adopted: (indicate article number(s) being amended,
added or deleted)

**Article VIII: We would like to delete Albert Esquenazi as president and appoint
Morris Esquenazi as the new president.**

We would like to appoint Albert Esquinazi as secretary/treasure.

**5520 N.W.35th Avenue
Hialeah, Florida 33142**

SECOND: If an amendment provides for an exchange, reclassification or cancellation
Of issued shares, provisions for implementing the amendment if not Contained in
the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: January 27, 1999

FOURTH: Adoption of Amendment(s) (check one)

the amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

the amendment(s) was/were approved by the shareholders through voting groups.

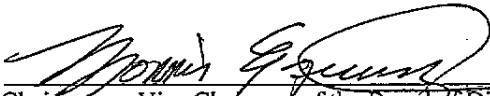
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholders action was not required.

Signed this 27 day of January, 1999.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Morris Esquenazi
President

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

(Signature)

(Date)