

P96000003431

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96 JAN 10 PM 12:19
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 797599 03740

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia J. J. J.

ORDER DATE : January 10, 1996

ORDER TIME : 11:04 AM

ORDER NO. : 797599

300001684813

CUSTOMER NO: 03740

CUSTOMER: Laz L. Schneider, Esq
BERGER & DAVIS, P.A.

100 Northeast Third Avenue
Suite 0400
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: ATLAS-HOMESTEAD, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GAIL WILLIAMS

EXAMINER'S INITIALS:

SAB
1/11/96

FILED
96 JAN 10 AM 8 35
STATE OF FLORIDA

ARTICLES OF INCORPORATION
OF
ATLAS-HOMESTEAD, INC.

FILED
96 JAN 10 AM 8 35
STATE
FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:
ATLAS-HOMESTEAD, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 100 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation will begin business shall be determined by the initial Board of Directors.

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE

Address of the principal office of this Corporation is 150 South Pine Island Road, Suite 100, Plantation, Florida 33324.

ARTICLE VI

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VII

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 100 Northeast Third Avenue, Suite 400, Fort Lauderdale, Florida 33301, and the initial registered agent of this Corporation at that address shall be Laz L. Schneider.

ARTICLE VIII

NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 9
day of January, 1996 by Laz L. Schneider, who is personally known
to me.

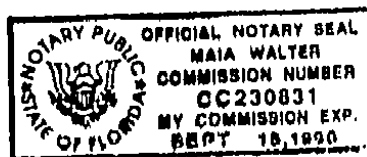
NOTARY PUBLIC

Sign: Maia Walter

Print: Maia Walter

My Commission Expires:

(SEAL)



FILED
96 JAN 10 AM 8 35
COUNTY OF BROWARD
FLORIDA

P96000003431

Carlton Fields Law Firm
 Requestor's Name
P.O. Drawer 190 224-~~9116~~ 1585
 Address Garry Gould
Tallahassee, FL. 32302-0190
 City/State/Zip Phone #

FILED
 96 JAN 25 AM 11:58
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 Office Use Only

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

1. HOMESTEAD LANDFILL AND RECYCLING MANAGEMENT COMPANY P93000017179
 (Corporation Name) (Document #)
2. ATLAS-HOMESTEAD, INC. P96000003431
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 ***1365.00 ***227.50

- Walk in Pick up time 1/26 Certified Copy (3)
 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 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 checked="" 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

N. HENDRICKS JAN 26 1996

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

HOMESTEAD LANDFILL AND RECYCLING MANAGEMENT COMPANY, A
FLORIDA CORPORATION, P03000017179

INTO

ATLAS-HOMESTEAD, INC. which changed its name to

HOMESTEAD LANDFILL AND RECYCLING MANAGEMENT COMPANY, a
Florida corporation, P96000003431

File date: January 25, 1996

Corporate Specialist: Nancy Hendricks

FILED

ARTICLES OF MERGER OF
HOMESTEAD LANDFILL AND RECYCLING MANAGEMENT COMPANY
WITH AND INTO
ATLAS-HOMESTEAD, INC.

96 JAN 25 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act.

The merger of HOMESTEAD LANDFILL AND RECYCLING MANAGEMENT COMPANY, a Florida corporation, with and into ATLAS-HOMESTEAD, INC., a Florida corporation, is hereby effected in compliance with Section 607.1105 of the Florida Business Corporation Act:

1. The names of the constituent corporations now and under which each was formed is as follows:

HOMESTEAD LANDFILL AND RECYCLING MANAGEMENT COMPANY, a Florida corporation

and

ATLAS-HOMESTEAD, INC., a Florida corporation, the surviving corporation

2. (a) HOMESTEAD LANDFILL AND RECYCLING MANAGEMENT COMPANY has 1,000 shares of Common Stock, no par value, issued and entitled to vote; there is no other class of capital stock; the number of shares of Common Stock is not subject to change prior to the effective date of the merger.

(b) ATLAS-HOMESTEAD, INC. has 100 shares of Common Stock, par value \$1.00 per share, issued and entitled to vote; there is no other class of capital stock; the number of shares of Common Stock is not subject to change prior to the effective date of the merger.

3. (a) The merger was authorized by the Board of Directors of HOMESTEAD LANDFILL AND RECYCLING MANAGEMENT COMPANY by unanimous action on January 19, 1996, pursuant to Section 607.0821 of the Florida Business Corporation Act, and was unanimously approved by the shareholders on January 19, 1996, by a vote of 500 FOR and 0 OPPOSED, pursuant to Section 607.0704 of the Florida Business Corporation Act.

(b) The merger was authorized by the Board of Directors of ATLAS-HOMESTEAD, INC. by unanimous action on January 19, 1996, pursuant to Section 607.0821 of the Florida Business Corporation Act, and was unanimously approved by the shareholders on January 19, 1996, by a vote of 100 FOR and 0 OPPOSED, pursuant to Section 607.0704 of the Florida Business Corporation Act.

4. The merger is permitted by Section 607.1101 of the Florida Business Corporation Act.

5. The effective date of the merger shall be January 19, 1996, notwithstanding the prior receipt and filing of these Articles of Merger by the Secretary of State of the State of Florida.

6. After the effective date of the merger, ATLAS ENVIRONMENTAL, INC., the sole shareholder of ATLAS-HOMESTEAD, INC., a Florida corporation, shall be the sole shareholder of the surviving corporation and shall retain 100 issued and outstanding share of Common Stock of ATLAS-HOMESTEAD, INC. held immediately prior to the filing of the Articles of Merger. All outstanding shares of capital stock of HOMESTEAD LANDFILL AND RECYCLING MANAGEMENT COMPANY shall, upon the effective date of the Articles of Merger, become null and void and shall no longer be deemed issued and outstanding.

7. Shareholders of HOMESTEAD LANDFILL AND RECYCLING MANAGEMENT COMPANY shall receive 562,500 shares of Common Stock, par value \$.001 per share, of ATLAS ENVIRONMENTAL, INC., a Colorado corporation, for each share of HOMESTEAD LANDFILL AND RECYCLING MANAGEMENT COMPANY held by them at the time of merger, in addition to certain cash consideration.

8. Pursuant to the plan of merger, Article 1 of the Articles of Incorporation of ATLAS-HOMESTEAD, INC. is hereby amended, as of the effective date of the merger, to read as follows:

"ARTICLE I

NAME

The name of the Corporation shall be HOMESTEAD
LANDFILL AND RECYCLING MANAGEMENT COMPANY"

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President as of the 19th day of January, 1996.

Witnesses:

Shirley Holt
Barbara Foster

Shirley Holt
Barbara Foster

ATLAS-HOMESTEAD, INC.,
a Florida corporation,

By: *Gary R. Kabot*
GARY R. KABOT
President

HOMESTEAD LANDFILL AND RECYCLING
MANAGEMENT COMPANY,
a Florida corporation

By: *Steven J. Weston*
STEVEN J. WESTON
President