

P96000003434

100 HAYS STREET
SUITE 400
FORT LAUDERDALE, FL 33301
(954) 222-5771
(954) 222-5772

RECEIVED



networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

96 JAN 10 PM 12:19
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 797599 83740

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia J. J. J.

ORDER DATE : January 10, 1996

ORDER TIME : 11:05 AM

ORDER NO. : 797599

400001684814

CUSTOMER NO: 83740

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

100 Northeast Third Avenue
Suite H400
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: ATLAS-NAPLES, 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:

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DIVISION OF STATE
CORPORATION
FORT LAUDERDALE, FLORIDA

96 JAN 10 AM 8:38

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1/11/96

ARTICLES OF INCORPORATION
OF
ATLAS-NAPLES, INC.

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96 JAN 10 AM 8 38
CLERK OF DISTRICT COURT
STATE OF 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-NAPLES, 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.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors are:

Gary R. Kabot	150 South Pine Island Road
	Suite 100
	Plantation, FL 33324

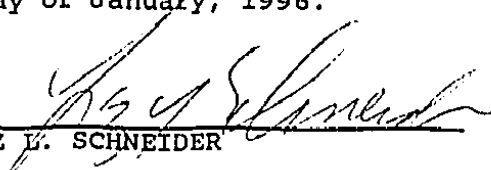
ARTICLE X

INCORPORATOR

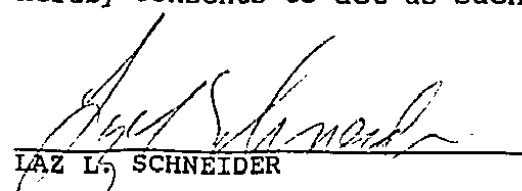
The name and street address of the person signing these Articles of Incorporation is:

Laz L. Schneider	100 N. E. 3 Avenue, Suite 400
	Ft. Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9 day of January, 1996.


LAZ L. SCHNEIDER

THE UNDERSIGNED, named as the registered agent in Article VII of these Articles of Incorporation hereby consents to act as such registered agent.


LAZ L. SCHNEIDER

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)



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CLERK OF DISTRICT COURT
STATE OF FLORIDA

P96 000003434



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

ATLAS-NAPLES, INC., A FLORIDA CORPORATION, P96000003434

INTO

NAPLES RECYCLING RESOURCES, INC., a Florida corporation, F25566

File date: January 25, 1996

Corporate Specialist: Nancy Hendricks