

P96000003436

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ACCOUNT DIVISION 072100000032

REFERENCE : 797599 B374A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia [signature]

ORDER DATE : January 10, 1996

ORDER TIME : 10:51 AM

ORDER NO. : 797599

600001684816

CUSTOMER NO: 8374A

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

100 Northeast Third Avenue
Suite #400
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: ATLAS-WASTE MAGIC CENTRAL,
INC.

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GAIL WILLIAMS

EXAMINER'S INITIALS:

FILED
96 JAN 10 PM 8 41
STATE
CLERK

SAB
1/11/96

ARTICLES OF INCORPORATION
OF
ATLAS-WASTE MAGIC, INC.

FILED
26 JAN 10 AM 8 41
1973
JAN 10 1973

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-WASTE MAGIC, 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:

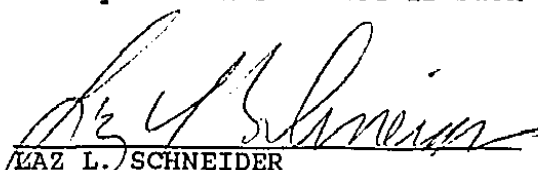
Laz L. Schneider

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th 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 9th day of January, 1996 by Laz L. Schnolder, who is personally known to me.

NOTARY PUBLIC

Sign: Maia Walter

Print: Maia Walter

My Commission Expires:

(SEAL)



FILED
96 JAN 10 AM 8:41
CLERK OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

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MERGING:

WASTE MAGIC RECYCLERS, INC., A FLORIDA CORPORATION, J59733

INTO

ATLAS-WASTE MAGIC, INC. which changed its name to

WASTE MAGIC RECYCLERS, INC., a Florida corporation, P96000003436

File date: January 25, 1996

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER OF
WASTE MAGIC RECYCLERS, INC.
WITH AND INTO
ATLAS-WASTE MAGIC, INC.

FILED
96 JAN 25 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act.

The merger of WASTE MAGIC RECYCLERS, INC., a Florida corporation, with and into ATLAS-WASTE MAGIC, 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:

WASTE MAGIC RECYCLERS, INC., a Florida corporation

and

ATLAS-WASTE MAGIC, INC., a Florida corporation, the surviving corporation

2. (a) WASTE MAGIC RECYCLERS, INC. has 500 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.

(b) ATLAS-WASTE MAGIC, 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 WASTE MAGIC RECYCLERS, 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 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-WASTE MAGIC, 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-WASTE MAGIC, 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-WASTE MAGIC, INC. held immediately prior to the filing of the Articles of Merger. All outstanding shares of capital stock of WASTE MAGIC RECYCLERS, INC. shall, upon the effective date of the Articles of Merger, become null and void and shall no longer be deemed issued and outstanding.

7. 551 Shareholders of WASTE MAGIC RECYCLERS, INC. shall receive 551 shares of Common Stock, par value \$.001 per share, of ATLAS ENVIRONMENTAL, INC., a Colorado corporation, for each share of WASTE MAGIC RECYCLERS, INC. held by them at the time of merger; and certain cash consideration.

8. Pursuant to the plan of merger, Article 1 of the Articles of Incorporation of ATLAS-WASTE MAGIC, 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 WASTE
MAGIC RECYCLERS, INC."

[illegible][illegible][illegible]

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xxxxxxntfxxxnaxlxxxmodxxNASTEXMAGICREXOFPROXXXINO:
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[illegible]

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:

Philip K. Foster

Janita V.
Detomby

ATLAS-WASTE MAGIC, INC.,
a Florida corporation/

By: Gary R. Kabot
GARY R. KABOT
President

GARY R. KABOT
President

WASTE MAGIC RECYCLERS, INC.,
a Florida corporation

By: Tomas Hanford
TOM HANFORD
President

TOM HANFO
President