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BOARD CERTIFIED CIVIL TRIAL
FAX (941) 334-3030

December 9, 1995

Secretary of State
Corporate Records Bureau
209 East Gaines Street
Post Office box 6327
Tallahassee, Florida 32314

RE: Resource Recovery SERVICES, Inc.

Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for Resource Recovery SERVICES, Inc. Please approve and file the original and certify the copy for us.

We are enclosing a check made payable to the Secretary of State for charges as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Designation of Registered Agent File Fee	\$ 35.00
TOTAL	\$122.50

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****122.50 ****122.50

Thank you for your cooperation and assistance in connection with this matter. Should you have any questions or comments in this regard, please do not hesitate to contact me.

Very Truly Yours,

GOLDBERG, GOLDSTEIN & BUCKLEY

By

JONATHAN D. CONANT, ESQUIRE

JDC/jdc

OTHER OFFICES

CAPE CORAL
(941) 574-5575

PORT CHARLOTTE
(941) 624-2193

NAPLES
(941) 262-4888

SOUTH FORT MYERS
(941) 433-6777

LEHIGH ACRES
(941) 368-6101

BONITA SPRINGS
(941) 495-0003

ARTICLES OF INCORPORATION
OF
RESOURCE RECOVERY SERVICES, INC.

FILED
96 JAN -2 PM 5:20
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being a duly incorporated Florida corporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is Resource Recovery Services, Inc., and the address of the principal office is 2281 Main Street, Ft. Myers, FL 33901.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Three Hundred (300) share of ONE DOLLAR (\$1.00) par value common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial principal office of this corporation is 2281 Main Street, Ft. Myers, FL 33901. The name of the initial registered agent of this corporation is Ralph Galvan.

Having been named to accept service of process for Resource Recovery Services, Inc., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY: Ralph Galvan

Ralph Galvan

ARTICLE VII

DIRECTORS: The number of Directors shall be Three (3) initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VIII

INITIAL DIRECTORS: The names and addresses of the initial Directors, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until his or her successor is elected and has qualified are:

NAME AND ADDRESS

Jerry Ingalls
P.O. Box 1592
Ft. Myers, FL 33902

Ralph Galvan
P.O. Box 1592
Ft. Myers, FL 33902

Lewis James Hanson
520 Washington Blvd., Ste 682
Marina Del Rey, CA 90292

FILED
66 JAN -9 PM 5:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBSCRIBERS: The names and addresses of the subscribers to these Articles of Incorporation is as follows:

<u>NAME AND ADDRESS</u>	<u>SHARES</u>
Jerry Ingalls P.O. Box 1592 Ft. Myers, FL 33902	75
Ralph Galvan P.O. Box 1592 Ft. Myers, FL 33902	75
Lewis James Hanson 520 Washington Blvd., Ste 682 Marina Del Rey, CA 90292	150

ARTICLE IX

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE X

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
acknowledged and filed the foregoing Articles of Incorporation,
under the laws of the State of Florida, this 3rd day of January,
~~1994~~ 1996.

Sandy Hansen
Witness

Ralph Bul
Witness

[Signature]
Witness

a Florida corporation

BY: [Signature] (SEAL)
President

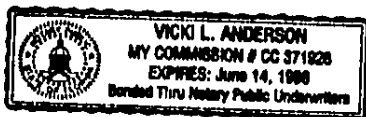
BY: [Signature] (SEAL)
Vice President

BY: Ralph Bul (SEAL)
Secretary/Treasurer

State of Florida)

County of Lee)

The foregoing instrument was acknowledged before me this
3rd day of January, 1996, ~~1995~~, by the above, who ~~is~~ are
personally known to me or _____ has produced _____
(type of identification) as identification and who did
take an oath.



Vicki L. Anderson
Notary Public
Name: Vicki L. Anderson
Certificate No. _____
OR Serial No. CC 371926

My Commission Expires:

06-14-98

(SEAL)