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ROBERT J. SCHRAMM  
Attorney at Law  
316 East Main Street  
P.O. Box 29  
Perry, Florida 32347  
(904) 584-7039

January 19, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JAN 23 PM 12:32

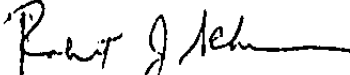
Re: FBE and ASSOCIATES, INC.

Dear Sir:

Enclosed are the Articles of Incorporation in the above styled corporation. Also enclosed is a copy of the articles which I need you to certify and return to me. My trust check in the amount of \$122.50 is enclosed for your fees.

Your cooperation and assistance in this matter will be greatly appreciated.

Sincerely,

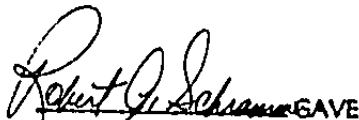


Robert J. Schramm  
Attorney at Law

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RJS/afd  
enc:

AL JAN 26 1996



AUTHORIZATION BY PHONE TO

CORRECT *R.A. Acceptance*

DATE *1/26/96*

DOC EXAM *Louis Brown*

96 JAN 23 PM 12:32

ARTICLES OF INCORPORATION

I, the undersigned subscriber, hereby organize an entity for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation of a corporation for profit.

ARTICLE I

The name of this corporation shall be:  
FBE and ASSOCIATES, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, to-wit:

1. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatever nature, whether real, personal or mixed or any interest or rights herein without limits as to amounts to buy, sell, assign, convey and cancel liens upon personal property and real estate and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instrument of whatsoever nature and serve the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, lands, obligations or securities of any government or authority, individuals or corporations.

2. To carry on the business of a holding company and to purchase and acquire any mercantile, commercial or real estate business, trade or enterprise permitted by the laws of the State of Florida and to own, hold, operate maintain, use, sell or otherwise dispose of the same, to enter into or engage in any such business, trade or enterprise.

3. To form, promote and assist financially or otherwise syndicates and associations of all kinds and to give any lawful guarantee in connection therewith or otherwise for the payment of money or for the performance of any obligations or undertakings.

4. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letter patent of the United states or of any foreign country, patents, patent rights, licenses and privileges, investments, improvements and processes, copyrights, trade marks and trade names or pending applications therefore relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

5. Generally to make and perform contracts of any kind and description and for the purpose of attaining any of the objectives of the corporation; to do and perform any other act or thing and to exercise any and all powers which a co-partnership or natural person could do and which now or thereafter may be authorized by law; generally to do and perform any and all things necessary or incident to the performing and

carrying out of the powers hereinabove specifically delegated or implied.

6. The business of this corporation is from time to time to do any one or more of all of the acts and things set out above and it shall have the right to conduct its business in all its branches in or outside the State of Florida or in any other state, territory or dependency of the United States or in foreign countries, it being the intention that each of the objects, purposes and powers specified in all of the provisions of this statement of purposes shall be regarded as independent objects, purposes and powers and to be in no manner nor to any extent limited or restricted by reference or inference by or from the terms of any clause of this statement or any other paragraph of these Articles of Incorporation.

7. To operate and engage in the business of consulting work in the production, manufacturing, sales and service of recycling and baling equipment. Also to engage in the sale of parts for machinery and equipment.

#### ARTICLE III

The commencement date for this corporation shall be on filing these Articles of Incorporation with the Secretary of State of Florida.

#### ARTICLE IV

**CAPITAL STOCK:** The total number of shares of capital stock which may be issued by this corporation is one hundred (100) shares of common stock with a nominal or par value of \$5.00 per share. The initial stock offering shall be in accordance

with Section 1244 of the Internal Revenue Code.

ARTICLE V

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH: The amount of capital with which this corporation shall commence business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI

The initial street and mailing address of the principal office of this corporation is Route 1, Box 1255-22, Perry, Florida 32347, and the mailing address shall be Route 1, Box 1255-22, Perry, Florida 32347. The Board of Directors may from time to time move the principal office of the corporation to another address.

ARTICLE VII

This corporation shall have perpetual existence.

ARTICLE VIII

The name and address of the resident agent is FAYE BRASWELL EASON, Route 1, Box 1255-22, Perry, Florida 32347.

ARTICLE IX

This corporation shall have not more than 1 director. The name and address of the initial director is:  
FAYE BRASWELL EASON, Route 1, Box 1255-22, Perry, Florida 32347.

ARTICLE X

The name and address of the officer of this corporation until successors are chosen shall be:  
FAYE BRASWELL EASON, Route 1, Box 1255-22, Perry, Florida 32347.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
and acknowledged to be filed in the Office of the Secretary  
of State, the foregoing Articles of Incorporation this 20<sup>th</sup>  
day of January, 1996.

*Faye B. Eason*  
FAYE BRASWELL EASON  
*Faye Braswell Eason*

STATE OF FLORIDA  
COUNTY OF TAYLOR

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared FAYE BRASWELL EASON, to me well known to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she signed the same for the purposes therein stated.

WITNESS my hand and official seal at Perry, County of Taylor, State of Florida, this 20<sup>th</sup> day of January, 1996.

Anita F. Davis  
NOTARY PUBLIC



ANITA F. DAVIS  
MY COMMISSION # CC350852 EXPIRES  
March 7, 1998  
BONDED THRU TROY FARM INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 23 PM 12:32

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 47.091, Florida Statutes, the  
following is submitted in compliance with said Act:

First, that FBE and ASSOCIATES, INC. desiring to organize  
under the laws of the State of Florida, with its principal office  
at Route 1, Box 1255-22, Perry, Florida 32347. Has named FAYE BRASWELL EASON  
as its Registered Agent.

I understand and accept the duties and  
responsibilities as registered agent for  
the above named corporation  
*Faye Braswell Eason*  
FAYE BRASWELL EASON

STATE OF FLORIDA  
COUNTY OF TAYLOR

Sworn to and subscribed before me this 20<sup>th</sup> day of  
January, 1996.

*Anita F. Davis*  
NOTARY PUBLIC



ANITA F. DAVIS  
MY COMMISSION # CC350852 EXPIRES  
March 7, 1998  
BOYD TROY TROY FARM INSURANCE, INC.