

Robles & Gonzalez, P.A.

ATTORNEYS AT LAW
SUITE 900

ONE DAYFRONT PLAZA
100 SOUTH DISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2020
TELEPHONE (305) 371-8044
WATTS 1-800-327-1230

LOUIS B. ROBLES*
ERWIN A. GONZALEZ**
JUAN P. BATA II
LOUIE E. SCHRIER
MICHAEL A. PFUNDSTEIN
O. OLIVER WUADG
RAFAEL J. POZO
RAYMOND W. VALORI

*MEMBER FL, CO & TX BAR
**MEMBER FL, D.C., TX, CO & NY BAR
**BOARD CERTIFIED CIVIL TRIAL ATTORNEY

P960000009264

January 25, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400001702184
-01/31/96--01015--023
+++122.50 +++122.50

Re: Articles of Incorporation on
GLOBAL GUARDIAN RECYCLING, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed on the above captioned corporation, along with our check in the amount of \$122.50 to cover the cost of this service. Please file the original and return a certified copy to us in the envelope provided.

Thank you for your courtesies and cooperation in this regard.

Very truly yours,

Allan B. Marks
Allan B. Marks

ABM/men
Enclosure

FILED
96 JAN 26 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 30 1996 BSR

ARTICLES OF INCORPORATION
OF
GLOBAL GUARDIAN RECYCLING, INC.

FILED
96 JAN 26 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is:

GLOBAL GUARDIAN RECYCLING, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized under the laws of the State of Florida, as a corporation for profit, as a corporation engaged in the business of waste management and otherwise for the purpose of transacting any other lawful business within this State.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 South Biscayne Boulevard, Suite #911, Miami, Florida 33131 and the name of the initial registered agent of this corporation is Steve Minor at 100 South Biscayne Boulevard, Suite #911, Miami, Florida 33131.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is
100 South Biscayne Boulevard, Suite #911, Miami, Florida 33131.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director directors initially.
The number of directors may be increased from time to time by the
By-Laws, but shall never be less than one (1). The names and
addresses of the initial directors of this corporation is:

Louis S. Robles
100 South Biscayne Boulevard
Suite #900
Miami, Florida 33131

ARTICLE VIII - INCORPORATOR

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

Steve Minor
100 South Biscayne Boulevard
Suite #911
Miami, Florida 33131

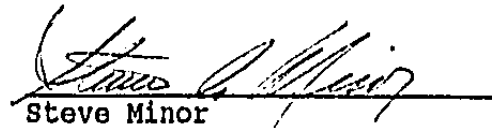
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any current officer, director,
employee or agent of the corporation or any former officer,
director, employee or agent as permitted by Florida Statute
607.0850, as amended from time to time, and to the full extent
permitted by law.

ARTICLE X - AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of January, 1996.


Steve Minor

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 25th day of January, 1996, by Steve Minor who is personally known to me or who has produced Florida drivers license and who did not take an oath.


Name:
Notary Public-State of Florida
Commission No.:
My Commission Expires:

OFFICIAL NOTARY SEAL
MARTHA E NORONA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC467797
MY COMMISSION EXP. JUNE 26, 1999

CERTIFICATE DESIGNATING AGENT

FILED

96 JAN 26 PM 12:08

JD
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE IT KNOWN THAT:

GLOBAL GUARDIAN RECYCLING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 100 South Biscayne Boulevard, Suite #911, Miami, Florida 33131, has named Steve Minor whose address is 100 South Biscayne Boulevard, Suite #911, Miami, Florida 33131, as its agent to accept service of process within Florida.

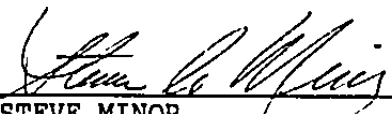
GLOBAL GUARDIAN RECYCLING,
INC.

by: 
STEVE MINOR

DATED this 25th day of January, 1996.

ACCEPTANCE

Having been named to accept service of process for GLOBAL GUARDIAN RECYCLING, INC. at 100 South Biscayne Boulevard, Suite #911, Miami, Florida 33131, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


STEVE MINOR

DATED this 25th day of January, 1996.

P96000009264

Robles & Gonzalez, P.A.

ATTORNEYS AT LAW
SUITE 900

ONE DAYHONT PLAZA
100 SOUTH DISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2020
TELEPHONE (305) 371-8944
FAX (305) 371-1230

LOUIS G. ROBLES
ERWIN A. GONZALEZ
JUAN P. BAUTISTA
LOUIE, SCHWEN
MICHAEL A. PFUNDSTEIN
O. OLIVER WILSON
ISRAEL J. POZO
RAYMOND W. VALORI

*MEMBER FL, CO & TX BAH
**MEMBER FL, D.C., TX, CO & NY BAH
***BOARD CERTIFIED CIVIL TRIAL ATTORNEY

February 15, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400001733924
-03/06/96--01039--018
*****35.00 *****35.00

RE: Global Guardian Marketing, Inc.
Global Guardian Recycling, Inc.
Global Guardian Resource Recovery, Corp.
Integrated Waste Services, Inc.

FILED
96 FEB 19 10 28 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

I hand you two original sets of Articles of Amendment to Articles of Incorporation of each of the above-referenced Florida corporations. We would appreciate your immediate filing of these Articles of Amendment.

Also, please be advised that we are simultaneously filing, and enclose two original sets of the Articles of Organization for:

Global Guardian Marketing, L.C.
Global Guardian Recycling, L.C.
Global Guardian Resource Recovery, L.C.
Integrated Waste Services, L.C.
Global Guardian, L.C.

Obviously, because of the similarity of the names of the first four L.C.s with the corporations, we would not want the division to return these articles because of a conflict and have therefor submitted them for filing altogether.

I am also acknowledging the agreement and consent of Global Guardian U.S.A., Inc., as it's chief executive officer, to the organization of the L.C. known as Global Guardian, L.C.

Finally, please supply us with the forms required to register a fictitious name with your office. I enclose a postage prepaid return envelope for your convenience.

RAGENT
CERT. _____
CUS. _____
OVER _____
TOTAL 35

NIC Amend
2/26

Thank you for your cooperation in this matter.

Sincerely yours,


LOUIS S. ROBLES

LSR/kkc
Enclosures

ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION OF GLOBAL GUARDIAN RECYCLING, INC.,
A FLORIDA CORPORATION

FILED
96 FEB 19 AM 10:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article I of the Articles of Incorporation of GLOBAL GUARDIAN RECYCLING, INC., a Florida corporation, is amended to read as follows:

ARTICLE I - NAME

The name of the corporation is:

OTS NORTH, INC.

2. The foregoing Amendment was made pursuant to the attached written statement of all of the directors and all of the shareholders of GLOBAL GUARDIAN RECYCLING, INC., a Florida corporation, manifesting their intent that this Amendment to the Articles of Incorporation be adopted.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment to Articles of Incorporation on behalf of GLOBAL GUARDIAN RECYCLING, INC., a Florida corporation this 15th day of February, 1996.

[Signature]

LOUIS S. ROBLES, President

Attest:

[Signature]

LOUIS S. ROBLES, Secretary

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 15th day of February, 1996, by Louis S. Robles, President and Secretary, respectively of GLOBAL GUARDIAN RECYCLING, INC., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced a Florida Drivers License as identification and did (did not) take an oath.



Kara Keenan Cassidy

Name:
Notary Public-State of Florida
Commission No.:
My Commission Expires:



WRITTEN STATEMENT OF DIRECTORS AND SHAREHOLDERS OF
GLOBAL GUARDIAN RECYCLING INC., A FLORIDA CORPORATION,
RELATING TO THE AMENDMENT TO ARTICLES OF
INCORPORATION OF GLOBAL GUARDIAN RECYCLING, INC.,
A FLORIDA CORPORATION

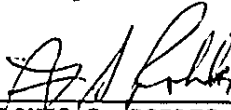
The following being all of the directors and all of the shareholders of GLOBAL GUARDIAN RECYCLING, INC., a Florida corporation, do hereby evidence their intent that an Amendment of the Articles of Incorporation of GLOBAL GUARDIAN RECYCLING, INC., a Florida corporation, be adopted, changing the corporate name from GLOBAL GUARDIAN RECYCLING, INC. to:

OTS NORTH, INC.

That this written statement is made pursuant to and by the authority of Florida Statutes, Section 607.1003.

That a copy of this written statement shall be attached to and made a part of the Articles of Amendment to Articles of Incorporation of GLOBAL GUARDIAN RECYCLING, INC. to be filed with the office of the Secretary of State of the State of Florida.

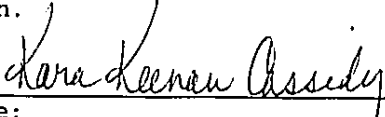
IN WITNESS WHEREOF, the undersigned have executed this written statement this 15 day of February, 1996.



LOUIS S. ROBLES

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 15th day of February, 1996, by Louis S. Robles, who is personally known to me or who has produced a Florida Drivers License as identification and who did take an oath.



Name:
Notary Public-State of Florida
Commission No.:
My Commission Expires:



LOUIS S. ROBLES
ERVIN A. GONZALEZ
JUAN P. BAUTA II
LORI E. BCK
MICHAEL J. PFU
RAYMOND H. VAL
JACK REI
STEWART
DEBORAH GANDER

Robles & Gonzalez, P.A.

ATTORNEYS AT LAW

SUITE 200

1001 N. W. 10TH AVE.

MIAMI, FL 33136

TEL: (305) 571-8000

MEMBER FL. CO & TX BAR

MEMBER FL. D.C., TX, CO & NY BAR

BOARD CERTIFIED CIVIL TRIAL ATTORNEY

April 9, 1997

400002051404--4
-01/08/97-01119-010

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Carol Mustain

400002051404--4
-01/08/97-01119-010
*****87.50*****87.50

RE: **OTS North, Inc.**
Ref Number P96000009264

Dear Ms. Mustain:

Pursuant to our conversation, enclosed please find the Amended and Restated Articles of Incorporation of OTS North, Inc. I have attached your letter dated January 17, 1997 for your convenience. You advised me that you have this firm's check in the amount of \$87.50 for payment of the enclosed. Please return to me confirmation that same was filed.

Thank you for your anticipated cooperation.

Sincerely,

Kara Cassidy

Kara K. Cassidy
Secretary to Louis S. Robles

/kkc
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

57 APR 15 PM 2:28

APPROVED
AND
FILED

CV
11/16



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1997

ROBLES & GONZALEZ, P.A.
% ALLAN MARKS
100 SOUTH BISCAYNE BLVD., #900
MIAMI, FL 33131-2026

SUBJECT: OTS NORTH, INC.
Ref. Number: P96000009264

We have received your document for OTS NORTH, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

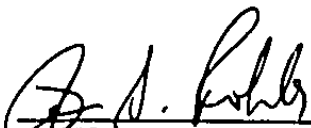
Letter Number: 297A00002600

ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
OTS NORTH, INC.

The Articles of Incorporation of OTS North, Inc., a Florida corporation ("Corporation"), filed with the Department of State on October 18, 1994, documentation number P96000009364 (f/k/a Global Guardian U.S.A., Inc.)

All Articles of the Articles of Incorporation of this Corporation are either completely eliminated or amended in their entirety to read as shown in the Amended and Restated Articles of Incorporation of this Corporation, the original of which is attached hereto and made a part hereof.

The foregoing amendment was adopted by consent of the sole shareholder and director of this Corporation effective as of March 25, 1997, and is pursuant to Florida Statutes Sections 607.1003 and 607.1007.



LOUIS S. ROBLES,
Sole Shareholder and Director

3/25/97
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF OTS NORTH, INC.**

The undersigned sole Shareholder and Director makes, subscribed, files, and acknowledges the Amended and Restated Articles of Incorporation under the provisions of Chapter 607 and 621, Florida Statutes, also known as the Florida Business Corporation Act and The Professional Service Corporation Act, and other laws of the State of Florida, for the purpose of conducting corporate

ARTICLE I

NAME

The name of this corporation is:

ROBLES & GONZALEZ, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law therein.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97/10/16 PM 2:11

APPROVED
AND
FILED

278

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of .10 per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE V

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 100 South Biscayne Boulevard, Suite 900, Miami, Florida 33131. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one. If required by the ethics of the legal profession, Directors shall be required to possess the same professional qualifications as shareholders are required to possess.

ARTICLE VII

The name and post office address of the resident agent of the corporation is

Name

Louis S. Robles

Address

100 S. Biscayne Blvd., Suite 900
Miami, Fl 33131

IN WITNESS WHEREOF, the undersigned, being the sole Shareholder and Director of this corporation, has hereunder subscribed his hand and seal this 25 day of MARCH, 1997

Witnesses:

Deborah Shelby
Kara Cassidy

Louis S. Robles
Louis S. Robles
Sole Shareholder and Director

**CORPORATE RESOLUTION
ACTION BY SOLE SHAREHOLDER AND SOLE DIRECTOR
OF OTS NORTH, INC.**

Pursuant to Florida Statutes, the undersigned, constituting the sole Shareholder and sole Director of OTS North, Inc. (the "Corporation"), does hereby consent to and approve the following actions:

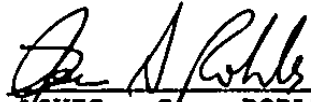
RESOLVED that the Corporation is hereby authorized to make and file with the Secretary of State of Florida an Amendment and Restatement of its Articles of Incorporation in the form attached hereto ("Restatement"), immediately upon the signing of this Resolution.

FURTHER RESOLVED, that Louis S. Robles is authorized and directed to execute and deliver the Restatement to the Department of Secretary of State for filing; and be it

FURTHER RESOLVED, that the proper officers and directors of the Corporation be and hereby are authorized, empowered, and directed to do all such acts and things and to execute, acknowledge, and deliver all such documents as may in their discretion, be deemed necessary or desirable to carry out and comply with the terms and provisions of these Resolutions, and all acts and doings of the officers and directors of the Corporation which are in conformity with the intent and purposes of this action, whether heretofore or hereafter taken or done shall be and the same are hereby in all respects ratified, confirmed and approved as acts of the Corporation.


Effective Date: March 25, 1997.

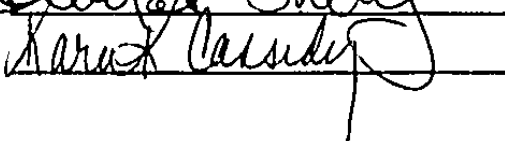
DIRECTOR AND SHAREHOLDER:



LOUIS S. ROBLES, Sole
Shareholder and Director


Witnesses:





ACCEPTANCE OF APPOINTMENT

THE UNDERSIGNED, named as the registered agent in Article VII of the Amended and Restate Articles of Incorporation of OTS North, Inc. hereby accepts the appointment as such registered agent of the corporation and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

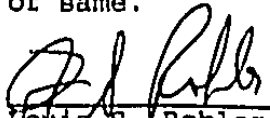


Louis S. Robles

3/25/97
Date

**WAIVER OF NOTICE AND WAIVER OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF OTS NORTH, INC.**

The undersigned, Louis S. Robles, being the sole Director, Shareholder, and Officer of OTS North, Inc., hereby waives any need for a special meeting of the Board of Directors regarding the attached Resolutions, and further waives the need for any notices of same.

 3/25/97

Louis S. Robles, Sole Shareholder,
Director, and Officer

LOUIS B. ROBLES*
ERIVIN A. GONZALEZ**
JUAN P. BAUTA II
LOHI E. SCHRIER
MICHAEL A. PFUNDSTEIN
RAYMOND W. VALORI
STEWART D. FRIED
JACK REISE
DEBORAH J. ANDER
MARK C. MAROON

Robles & Gonzalez, P.A.

ATTORNEYS AT LAW
SUITE 900
ONE DAYFRONT PLAZA
100 SOUTH MISSION BOULEVARD
MIAMI, FLORIDA 33131-2020
TELEPHONE (305) 371-6044

*MEMBER FL, CO & TX BAR
**MEMBER FL, D.C., TX, CO & NY BAR
***CERTIFIED CIVIL TRIAL ATTORNEY

May 7, 1997

Ms. Carol Mustain
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Robles & Gonzalez, P.A.

Dear Carol:

400002181554--9
-05/16/97--01081--013
*****35.00*****35.00

Per our recent discussion, I enclose for filing the following:


1. Articles of Dissolution of Robles & Gonzalez, P.A. f/k/a OTS North, Inc.
2. \$35.00 check made payable to the Secretary of State for said Dissolution.
3. Affidavit on behalf of Robles & Gonzalez, P.A. f/k/a OTS North, Inc.
4. Articles of Incorporation of the new Robles & Gonzalez, P.A.
5. \$122.50 check made payable to the Secretary of State for filing Articles of Incorporation of Robles & Gonzalez, P.A.

I have enclosed an original and one copy of the documents. Kindly stamp and return a certified copy of same to my office. Should you have any questions, please feel free to contact me.

Very truly yours,


MARK C. MAROON

MCM/kkc
Enclosures


PA6000009264
+ F.I. Diss
2 Pgs
5-15-97

ARTICLES OF DISSOLUTION OF ROBLES & GONZALEZ, P.A.

Pursuant to 607.1403 of the Florida Statutes, this Florida profit corporation, Robles & Gonzalez, P.A., f/k/a OTS North, Inc., document number P96000009264, submits the following Articles of Dissolution:

FIRST:

The name of the corporation is Robles & Gonzalez, P.A.

SECOND:


The date dissolution was authorized is April 29, 1997.

THIRD:

Adoption of Dissolution was approved by the sole Director and Shareholder of the corporation, which is sufficient for dissolution.

Signed this 6 day of May, 1997.

Signature:

x 
Louis S. Robles, President,
Director, Shareholder

APPROVED
1997 MAY 6
10:30 AM
103-11-1001