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

January 25, 1995

000001702180
-01/31/96--01015--022
***122.50 ***122.50

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

Re: Articles of Incorporation on
GLOBAL GUARDIAN RECOVERY RESOURCE, 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
55 JAN 26 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GLOBAL GUARDIAN RESOURCE RECOVERY, CORP.

FILED
96 JAN 26 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
59

ARTICLE I - NAME

The name of the corporation is:

GLOBAL GUARDIAN RESOURCE RECOVERY, CORP.

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 Louis S. Robles at 100 South Biscayne Boulevard, Suite #900, 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 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:

Louis S. Robles
100 South Biscayne Boulevard
Suite #900
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.

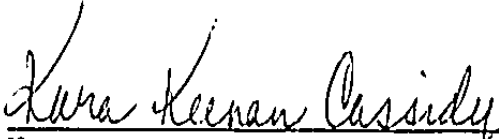
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of January, 1996.



LOUIS S. ROBLES

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 12 day of January, 1996, by Louis S. Robles, who is personally known to me or who has produced a Florida drivers license and who did not take an oath.



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



FILED

CERTIFICATE DESIGNATING AGENT

96 JAN 26 PM 12:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE IT KNOWN THAT:

GLOBAL GUARDIAN RESOURCE RECOVERY, CORP., 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 Louis S. Robles, whose address is 100 South Biscayne Boulevard, Suite #900, Miami, Florida 33131, as its agent to accept service of process within Florida.

GLOBAL GUARDIAN RESOURCE
RECOVERY, CORP.

By: 

Louis S. Robles

DATED this 12 day of January, 1996.

ACCEPTANCE

Having been named to accept service of process for GLOBAL GUARDIAN RESOURCE RECOVERY, CORP. at 100 South Biscayne Boulevard, Suite #900, 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.


Louis S. Robles

DATED this 12 day of January, 1996.

P9600009277

Robles & Gonzalez, P.A.

ATTORNEYS AT LAW

SUITE 900

ONE BAYFRONT PLAZA

100 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131-2020

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

February 15, 1996

800001733928
-03/06/96--01039--020
*****35.00 *****35.00

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

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

FILED
FEB 16 AM 10:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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.

R. AGENT _____
CERT. COPY _____
CUS _____
OVERPAYMENT _____
TOTAL 35

NIC Amend
38 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 RESOURCE RECOVERY, CORP.,
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 RESOURCE RECOVERY, CORP., a Florida corporation, is amended to read as follows:

ARTICLE I - NAME

The name of the corporation is:

LAWYERS CAPITAL CORPORATION

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 RESOURCE RECOVERY, CORP., 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 RESOURCE RECOVERY, CORP., a Florida corporation this 16 day of February, 1996.

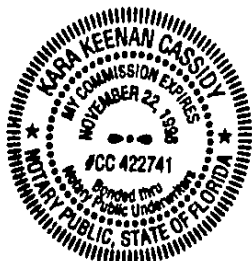
Louis S. Robles
LOUIS S. ROBLES, President

Attest:

Louis S. Robles
LOUIS S. ROBLES, Secretary

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 16 day of February, 1996, by Louis S. Robles, President and Secretary, respectively of GLOBAL GUARDIAN RESOURCE RECOVERY, CORP., 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 RESOURCE RECOVERY, CORP.,
A FLORIDA CORPORATION

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

LAWYERS CAPITAL CORPORATION

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 RESOURCE RECOVERY, CORP. to be filed with the office of the Secretary of State of the State of Florida.

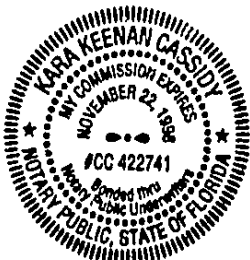
IN WITNESS WHEREOF, the undersigned have executed this written statement this 16 day of February, 1996.

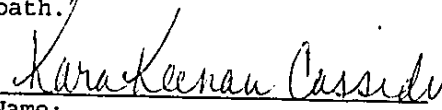


LOUIS S. ROBLES

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 16 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:

