

**Robles & Gonzalez, P.A.**

ATTORNEYS AT LAW

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MIAMI, FLORIDA 33131-2026

TELEPHONE (305) 371-5044

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LOUIS D. ROBLES\*  
ETIVIA A. GONZALEZ\*\*  
JUAN P. BAUTA II  
LORNE SCHRIER  
MICHAEL A. PFUNDSTEIN  
O. OLIVER WILCOX  
ISRAEL J. POZO  
RAYMOND W. VALORI

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

January 25, 1995

P96000009285

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

700001702177  
-01/31/96--01015--021  
+++122.50 +++122.50

Re: Articles of Incorporation on  
INTEGRATED WASTE SERVICES, 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

JAN 30 1996 BSM

FILED  
96 JAN 25 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
INTEGRATED WASTE SERVICES, INC.

FILED  
96 JAN 26 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
SD

ARTICLE I - NAME

The name of the corporation is:

INTEGRATED WASTE SERVICES, 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 1390 South Dixie Highway, Suite #1204, Coral Gables, Florida 33146, and the name of the initial registered agent of this

corporation is Lawrence Natinsky at 1390 South Dixie Highway, Suite #1204, Coral Gables, Florida 33146.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 1390 South Dixie Highway, Suite #1204, Coral Gables, Florida 33146.

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:

Lawrence Natinsky  
1390 South Dixie Highway  
Suite #1204  
Coral Gables, Florida 33146

ARTICLE VIII - INCORPORATOR

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

Lawrence Natinsky  
1390 South Dixie Highway  
Suite #1204  
Coral Gables, Florida 33146

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

607.0050, as amended from time to time, and to the full extent permitted by law.

ARTICLE X - AMENDMENT

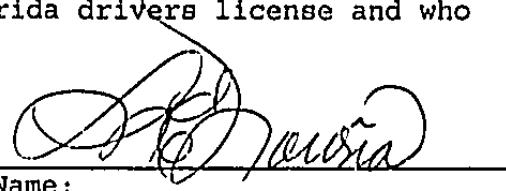
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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

  
Lawrence Natinsky

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 25th day of January, 1996, by Lawrence Natinsky 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 12:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BE IT KNOWN THAT:

INTEGRATED WASTE SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1390 South Dixie Highway, Suite #1204, Coral Gables, Florida 33146 has named Lawrence Natinsky, whose address is 1390 South Dixie Highway, Suite #1204, Coral Gables, Florida 33146, as its agent to accept service of process within Florida.

INTEGRATED WASTE SERVICES, INC.

By: 

Lawrence Natinsky

DATED this 25th day of January, 1996.

ACCEPTANCE

Having been named to accept service of process for INTEGRATED WASTE SERVICES, INC. at 1390 South Dixie Highway, Suite #1204, Coral Gables, Florida 33146, 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.

  
Lawrence Natinsky

Dated this 25th day of January, 1996.

P9600000928

Robles & Gonzalez, P.A.

ATTORNEYS AT LAW

SUITE 900

ONE BAYFRONT PLAZA

100 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131-2026

TELEPHONE (305) 371-8944

WATTS 1-800-327-1230

LOUIS B. ROBLES\*  
IRVIN A. GONZALEZ\*\*  
JUAN R. BATA II  
LORE E. SCHNEH  
MICHAEL A. PFUNDSTEIN  
O. OLIVER WHAGG  
ISRAEL J. POZO  
RAYMOND W. VALONI

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

February 15, 1996

600001733926  
-03/06/96--01039--019  
\*\*\*\*\*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  
96 FEB 19 14 10 PM  
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.

R. AGENT \_\_\_\_\_

CERT. COPY \_\_\_\_\_

US \_\_\_\_\_

EXPAT \_\_\_\_\_

NIC

SP 2/26/96

Thank you for your cooperation in this matter.

Sincerely yours,

  
LOUIS S. ROBLES

LSR/kkc  
Enclosures

ARTICLES OF AMENDMENT TO ARTICLES  
OF INCORPORATION OF INTEGRATED WASTE SERVICES, INC.  
A FLORIDA CORPORATION

FILED

96 FEB 19 AM 10:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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


ARTICLE I - NAME

The name of the corporation is:

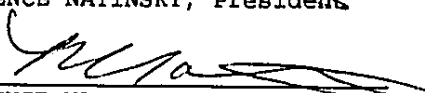
OTS EAST, INC.

2. The foregoing Amendment was made pursuant to the attached  
written statement of all of the directors and all of the  
shareholders of INTEGRATED WASTE SERVICES, 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  
INTEGRATED WASTE SERVICES, INC., a Florida corporation this 16  
day of February, 1996.


  
LAWRENCE NATINSKY, President

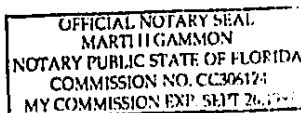
Attest:

  
LAWRENCE NATINSKY, Secretary

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 16  
day of February, 1996, by Lawrence Natinsky, President and  
Secretary, respectively of INTEGRATED WASTE SERVICES, 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.

  
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 INTEGRATED WASTE SERVICES, INC.,  
A FLORIDA CORPORATION

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

OTS EAST, 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 INTEGRATED WASTE SERVICES, INC. to be filed with the office of the Secretary of State of the State of Florida.

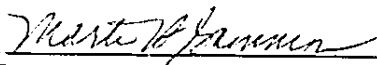
IN WITNESS WHEREOF, the undersigned have executed this written statement this \_\_\_\_ day of February, 1996.

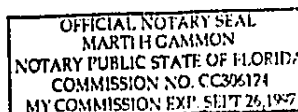
  
\_\_\_\_\_  
LAWRENCE NATINSKY

\_\_\_\_\_  
  
\_\_\_\_\_

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:



# P96000009285

LOUIS B. NOBLE  
ERVIN A. GONZALEZ\*\*  
JUAN P. DAUTA II  
LORE E. SCHRIER  
MICHAEL A. PRUNDSTEIN  
O. OLIVER WUAGO  
RAFAEL J. POZO  
RAYMOND W. VALORI  
STEWART D. FRIED  
JACK REISE

Attorneys at Law  
SUITE 900  
ONE BAYFRONT PLAZA  
100 SOUTH DISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-2026  
TELEPHONE (305) 371-5044  
WATTS 1-800-327-1230

SRC # 2-1518

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

December 5, 1996

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

Re: Articles of Amendment to Articles of Incorporation on  
MOONSTRUCK, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation to be filed on the above captioned corporation, along with our check in the amount of \$87.50 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

ABM/tdf  
Enclosure

12/18/96
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W.P. V.

600002023826--1

-12/09/96--01050--018  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

name  
change  
Amend

FILED  
96 DEC -9 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES  
OF INCORPORATION OF OTS EAST, INC.  
A FLORIDA CORPORATION

The Articles of Incorporation of OTS EAST, INC., a Florida corporation, are amended to read as follows:

ARTICLE I - NAME

The name of the corporation is:

MOONSTRUCK, INC.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 100 South Biscayne Boulevard, Suite #900, Miami, Florida 33131, and the name of the 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 #900, Miami, Florida 33131.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors . 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 directors of this corporation are:

Ruth Robles  
22 Harbor Point  
Key Biscayne, Florida 33149

Elaine Berkowitz  
160 Edgewater Drive  
Coral Gables, FL 33133

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

FILED  
DEC-9 AM 8 43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment to Articles of Incorporation on behalf of OTS EAST, INC., a Florida corporation this 6 day of December, 1996.

*Lawrence Natinsky*  
Lawrence Natinsky, President

Attest:

*Lawrence Natinsky*  
Lawrence Natinsky, Secretary

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 6 day of December, 1996, by Lawrence Natinsky, President and Secretary, respectively of OTS EAST, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has 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  
OTS EAST, INC., A FLORIDA CORPORATION, RELATING TO  
THE AMENDMENT TO ARTICLES OF INCORPORATION OF OTS EAST, INC.,  
A FLORIDA CORPORATION

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The following being all of the directors and all of the shareholders of OTS EAST, INC., a Florida corporation, do hereby evidence their intent that an Amendment of the Articles of Incorporation of OTS EAST, INC., a Florida corporation, be adopted, as follows:

**ARTICLE I - NAME**

The name of the corporation is:

MOONSTRUCK, INC.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 100 South Biscayne Boulevard, Suite #900, Miami, Florida 33131, and the name of the 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 #900, Miami, Florida 33131.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have 2 directors, . . . . 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 are:

Ruth Robles  
22 Harbor Point  
Key Biscayne, Florida 33149

Elaine Berkowitz  
160 Edgewater Drive  
Coral Gables, Florida 33133

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 OTS EAST, INC. to be filed with the office of the Secretary of State of the State of Florida.