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Office of Laurie A. Beloff
19000 Macys Lane, Suite 290
North Miami, FL 33181

FILED

96 MAY 16 PM 2:22

REGISTRATION TELEPHONE (800) 899-0004
TALLAHASSEE (904) 899-0799

Laurie A. Beloff, Esquire

May 14, 1996

Secretary of State's Office
Corporate Division
The Capitol
Tallahassee, Florida

800001824750
-05/16/96--01073--013
***122.50 ***122.50

Re: Recycling Network, Inc.

Dear Sir:

Enclosed is the original and two copies of the Articles of Incorporation of Recycling Network, Inc. I have also enclosed my check in the amount of \$122.50 (\$35 filing fee, \$35 registered agent fee and \$52.50 for a certified copy).

Please process these articles of incorporation as soon as possible.

Please return the certified copy to me at my new office address (effective May 1, 1996) of 3872 Sheridan Street, Hollywood, Florida 33021.

Very truly yours,

Laurie A. Beloff

LAB/is
Enclosures

Trene Shaw GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. name
DATE 5-23-96
DOC. EXAM KH

KH
5-23-96

ARTICLES OF INCORPORATION
OF
RECYCLING NETWORK, INC.

FILED
96 MAY 16 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JONATHAN S. MARKS, a natural person or persons competent to contract, do hereby make, acknowledge and file in the office of the Secretary of State of Florida, for the purposes of forming a corporation for profit in accordance with the laws of the State of Florida pursuant to the Florida General Corporation Act, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME

The name of this corporation shall be:

RECYCLING NETWORK, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

GENERAL NATURE OF BUSINESS, POWERS & PURPOSE

This corporation is organized for the purposes of transacting any or all lawful business or activity, such activities shall be in any manner related to and associated with, but not necessarily limited to recycling.

ARTICLE IV

AUTHORIZED CAPITAL STOCK

The maximum numbers of shares of stock that this Corporation is authorized to have outstanding at any time shall be 100 shares of common stock, all of a single class, such shares to of \$1.00 par value each, all of which shares shall be issued fully paid and non-assessable. Each of said shares of common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. No holder of common stock shall be entitled to any right of cumulative voting. The capital stock of this corporation may be paid for in lawful money of the United States of America, or in property, labor or services at a fair and just valuation to be fixed by the stockholders, or by unanimous vote of the Board of Directors, at any regular or special meeting of this corporation. Property, labor or services may also be purchased with the capital stock of this Corporation at such variations as shall be fixed by the stockholders, or by unanimous vote of the Board of Directors at any regular or special meeting of this corporation.

ARTICLE V

INITIAL REGISTERED OFFICE

The street address of the principal office of this Corporation is 10400 Griffin Road, Suite 201, Fort Lauderdale, Florida 33328, but this Corporation shall have the power to move the registered office to any other address in the State of Florida that may be deemed expedient.

ARTICLE VI

INITIAL REGISTERED AGENT

The name of the initial registered agent of this Corporation at the same address as stated in Article V hereinabove stated is JONATHAN S. MARKS, but this corporation shall have the power to change the name of the registered agent to any other person located in the registered office of this corporation in the State of Florida that may be deemed expedient.

ARTICLE VII

NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than one (1) nor more than five (5), the number to be fixed as provided by the By-laws of this corporation. Any director may be removed at any annual or special meeting of the stockholders by the same vote as is required to elect a Director. The Directors shall have their compensation fixed by the stockholders of this Corporation.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and street address of the first member(s) of the first Board of Directors, who, unless otherwise provided by the By-laws, or removed as provided herein, shall hold office for the first year of existence of this Corporation, or until his or her successors are elected or appointed and have qualified, shall be:

Jonathan S. Marks
780 Verona Lake Drive
Fort Lauderdale, Florida

ARTICLE IX

INCORPORATOR(S)

The name and street address of the incorporator(s) of these Articles of Incorporation are:

Jonathan S. Marks
780 Verona Lake Drive
Fort Lauderdale, Florida

ARTICLE X

CLASSES OF DIRECTORS

The Directors of this Corporation may be divided into classes as shall be more specifically provided for in the By-laws of this Corporation.

ARTICLE XI

This corporation shall indemnify any officer, incorporator, or director, or any former officer, incorporator or director, to the full extent permitted by law. In addition, and not by way of

limitation of the foregoing, this Corporation shall have the power, at its sole discretion to purchase and maintain insurance on behalf of any person who is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not this Corporation would have the authority to indemnify him or her against such liability under the provisions of the Articles, or under law. Nothing contained herein shall prevent the stockholders from purchasing such insurance policies or other manners of indemnification as they may deem proper. The foregoing right or indemnification shall be in addition to, and not exclusive of, all other rights to which a director or officer or stockholder may be entitled to as a matter of law or otherwise.

ARTICLE XII

The power to adopt, alter, amend or repeal by the By-laws of this Corporation shall be vested in the Board of Directors and the Stockholders; however, the stockholders may repeal or change the By-laws adopted by the Board of Directors and the stockholders may prescribe in any By-laws made by them that such By-laws may not be altered, amended or repealed by the Board of Directors.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law, and any and all rights conferred upon the stockholders of this Corporation are subject to this reservation. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

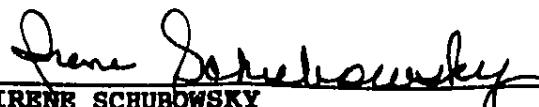
IN WITNESS WHEREOF, I (We) the undersigned, the incorporator(s) have executed these Articles of Incorporation this 9th day of April, 1996 at Miami, Florida and having been named to accept service of process for the above stated Corporation, at the place designated in this certificate I, JONATHAN S. MARKS hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


JONATHAN S. MARKS
Incorporator & Registered Agent

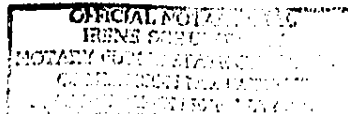
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared JONATHAN S. MARKS, to me well known and know to me to be the individual(s) described in and who executed the above and foregoing Articles of Incorporation of RECYCLING NETWORK, INC. and JONATHAN S. MARKS accepted to act as Registered Agent of said Corporation, and he or she acknowledged before me that he or she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 26 day of April 1996.


IRENE SCHUBOWSKY
NOTARY PUBLIC - State of Florida at Large

My Commission Expires:



ARTICLES OF INCORPORATION
OF
RECYCLING NETWORK, INC.

JONATHAN S. MARKS, a natural person or persons competent to contract, do hereby make, acknowledge and file in the office of the Secretary of State of Florida, for the purposes of forming a corporation for profit in accordance with the laws of the State of Florida pursuant to the Florida General Corporation Act, these Articles of Incorporation, as by law provided.

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limitation of the foregoing, this Corporation shall have the power, at its sole discretion to purchase and maintain insurance on behalf of any person who is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not this Corporation would have the authority to indemnify him or her against such liability under the provisions of the Articles, or under law. Nothing contained herein shall prevent the stockholders from purchasing such insurance policies or other manners of indemnification as they may deem proper. The foregoing right or indemnification shall be in addition to, and not exclusive of, all other rights to which a director or officer or stockholder may be entitled to as a matter of law or otherwise.

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This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law, and any and all rights conferred upon the stockholders of this Corporation are subject to this reservation. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I (We) the undersigned, the incorporator(s) have executed these Articles of Incorporation this 9th day of April, 1996 at Miami, Florida and having been named to accept service of process for the above stated Corporation, at the place designated in this certificate I, JONATHAN S. MARKS hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

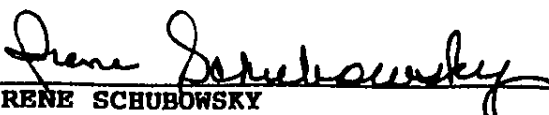

JONATHAN S. MARKS
Incorporator & Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared JONATHAN S. MARKS, to me well known and know to me to be the individual(s) described in and who executed the above and foregoing Articles of Incorporation of RECYCLING NETWORK, INC. and JONATHAN S. MARKS accepted to act as Registered Agent of said Corporation, and he or she acknowledged before me that he or she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 26 day of April 1996.


IRENE SCHUBOWSKY
NOTARY PUBLIC - State of Florida at Large

My Commission Expires:

