

5/23/96

FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ATLANTA RUBBER RECYCLING, INC.

FAX AUDIT NUMBER: H96000007273

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
ATLANTA RUBBER RECYCLING INC.

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I PREFACE

The name of the corporation shall be:

ATLANTA RUBBER RECYCLING INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity permitted under the laws of the United States or of the State of Florida.

ARTICLE III - ADDRESS OF PRINCIPLE OFFICE

The initial post office address of the principle office of this corporation in the State of Florida is:

900 N.E. 70 STREET  
Miami Beach, Florida 33139

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors. One Thousand (1000) shares having a par value of One (\$1.00) Dollar per share.

ARTICLE V - PURPOSE

Eric F. Stupel, Esq.  
420 Lincoln Rd. # 379  
Miami Beach, FL 33139

(305) 531-7433  
FBN. 776467

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This corporation may do anything under the laws of the State of Florida.

ARTICLE VI - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - DESIGNATION OF REGISTERED AGENT

The Registered Agent shall be:

Eric F. Stupel  
420 Lincoln Road  
Miami Beach, Florida 33139

ARTICLE IX - SUBSCRIBERS

The names and addresses of each subscriber of these articles of incorporation, the number of shares of stock that each agrees to take and the value of the consideration therefore are:

<u>Name of subscriber</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration Not Less Than</u>
EURETEC		1/3	\$1,000.00 Dollars
GIULIANO CASPAROTTO		1/3	\$1,000.00 Dollars
ANTONIO CAVALERA		1/3	\$1,000.00 Dollars

ARTICLE X- DIRECTORS

This corporation shall have not less than one nor more than five directors. The number of directors may be increased from time to time by by-laws adopted by the stockholders.

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**ARTICLE XI - INITIAL DIRECTORS**

This persons named below shall be the Successor directors of the corporation and shall serve as such until their respective successors are duly elected and qualified:

**NAME****ADDRESS**

GASPARNOTTO GIULIANO

900 N.W. 78 St.  
Miami, Fl. 33138

ANTONIO CAVALEA


1425 MERIDIAN AVE  
Miami Beach, Fl. 33139**ARTICLE XII - AMENDMENTS**


These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

**ARTICLE XIII - PRE-INCORPORATION AGREEMENT**

Prior to the filing of these articles of incorporation, the subscriber and each of them have agreed that they shall cause the corporation to adopt, prior to payment for or issuance of any shares of stock of the corporation, a Section 1244 Stock Plan covering those shares issued pursuant to these articles.

IN WITNESS WHEREOF, the undersigned have caused their signatures to be placed hereon.

  
ANTONIO CAVALEA  
(PRESIDENT)

  
GIULIANO GASPARNOTTO  
(SECRETARY)

STATE OF FLORIDA )  
COUNTY OF DADE ) :ss

I HEREBY CERTIFY that on this day, before me, a Notary

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Public duly authorized in the State and County named above to take acknowledgments, the foregoing instrument was acknowledged before me this the by GIULIANO GANPAROTTO, and ANTONIO CAVALEA who is personally known to me or who has produced Idaho Passport and Idaho Passport as identification and who did take an oath, as subscribers in and who, acknowledged before me that they subscribed to those articles of incorporation executed the foregoing articles of incorporation, and acknowledged before me that they subscribed to those articles of incorporation

WITNESS my hand and official seal in the County and State named above this 22 day of MAY, 1996.



ERIC STUPEL  
My Commission 00871281  
Expires Mar 28, 1997  
Bonded By HAI  
800-480-1800

*[Signature]*  
Notary Public  
My Commission Expires:

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The chairman then submitted for the consideration of the meeting a set of proposed bylaws and stated that the same had been prepared by counsel for the corporation in accordance with the instructions of the directors.

The bylaws were then taken up, read and considered, section, and adopted as the bylaws of the corporation.

On motion duly made, seconded and unanimously carried, the secretary was directed to append the bylaws at length in the minute book.

The chairman then stated that nominations for officers of the corporation were in order. The following persons were nominated and thereupon elected.

For president: ANTONIO CAVALEA  
For vice-president:  
For secretary: GIULIANO GASPAROTTO  
For treasurer:

The secretary exhibited a proposed form of stock for the corporation and upon motion made, seconded and carried the certificates of shares of the corporation shall be in the form exhibited. The secretary was directed to attach a form of stock certificate to these minutes:

articles  
ES/cem

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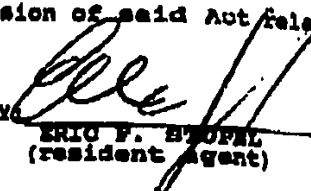
**CERTIFICATE DESIGNATING (OR CHANGING) PLACING OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That ATLANTA RUBBER RECYCLING INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Miami Beach, County of Dade, State of Florida has named ERIC F. STUFEL, located at 420 Lincoln Road, Suite 379, City of Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT: ( )**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY   
ERIC F. STUFEL  
(resident agent)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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