

896000055027

G. Stephen Manning, RA.

6888 SOUTHPOINT DRIVE - SOUTH

SUITE 310

JACKSONVILLE, FLORIDA 32210

PLEASE REPLY TO:

POST OFFICE BOX 550908

JACKSONVILLE, FLORIDA 32255-0908

G. STEPHEN MANNING  
MEMBER FL AND NY BARS  
STEPHEN A. FAUSTINI

TELEPHONE  
(904) 281-1001

TELECOPIER  
(904) 288-0898  
(904) 281-0853

MOBILE  
(904) 888-4898

June 26, 1996

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100001678381  
-06/27/96--01082--008  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

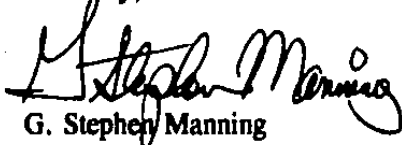
**RE: Articles of Incorporation for  
American Ash Recycling Corp. of New York**

Dear Sir:

Enclosed for filing is an original and one (1) executed copy of the "Articles of Incorporation of American Ash Recycling Corp. of New York" ("Articles"). Also enclosed is a check in the amount of \$122.50 for the filing fee and a certified copy of the Articles and Certificate of Incorporation after filing. **Please return a certified copy to the undersigned at Post Office Box 550908, Jacksonville, Florida 32255-0908.**

Please call me should any additional information be required or should you have any questions concerning the document.

Sincerely,

  
G. Stephen Manning

GSM/mlo

Enclosures

FILED  
96 JUN 27 AM  
SECRETARY OF  
TALLAHASSEE, FL



L. R. Gibbes  
7-1-96

**ARTICLES OF INCORPORATION  
OF  
AMERICAN ASH RECYCLING CORP. OF NEW YORK**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is American Ash Recycling Corp. of New York (the "Corporation").

**ARTICLE II - NATURE OF BUSINESS**

The Corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock which the Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock, having a par value of \$1.00 per share.

**ARTICLE IV - DURATION; EFFECTIVE DATE**

The Corporation shall exist perpetually, commencing on July 1, 1996.

**ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation is 6622 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

**ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the Corporation is:

William R. Gibbes

6622 Southpoint Drive South  
Suite 310  
Jacksonville, Florida 32216

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 6622 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216, and the name of the initial registered agent of the Corporation at that address is G. Stephen Manning.

#### ARTICLE VIII - BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Directors. The Bylaws may be altered, amended or repealed from time to time in the manner provided in the Bylaws by either the Shareholders or the Directors.

#### ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

The Shareholders may, by Bylaw provision or by Shareholders' Agreement recorded in the minute book of the Corporation, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

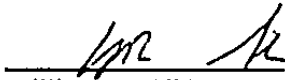
#### ARTICLE X - INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for the indemnification of Directors, officers, employees and agents of the Corporation, to the fullest extent permitted by law.

#### ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended, altered, or repealed at any time, and from time to time, in the manner now or hereafter prescribed by the Florida Business Corporation Act, as amended from time, and all rights conferred on a shareholder herein are granted subject to this reservation.

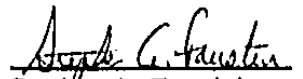
THE UNDERSIGNED, being the original incorporator hereinbefore named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, does make, subscribe, acknowledge, and file these Articles of Incorporation, hereby declaring and certifying that the facts stated therein are true and accordingly has hereunto set his hand on this 25<sup>th</sup> day of June, 1996.

  
William R. Gibbs  
Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing Articles of Incorporation were executed and acknowledged before me this 25<sup>th</sup> day of June, 1996, by the Incorporator, William R. Gibbes, who is personally known to me.

WITNESS my hand and official seal this 25<sup>th</sup> day of June, 1996.

  
Stephen A. Faustini  
Notary Public  
State of Florida at Large

My Commission Expires: 4-2-2000

My Commission Number: CC544960



STEPHEN A FAUSTINI  
My Commission CC544960  
Expires Apr. 02, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA  
AND NAMING THE REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 48.091 and Chapter 607 of the Florida Statutes, the following is submitted:

That American Ash Recycling Corp. of New York, desiring to organize or qualify under the laws of the State of Florida, with its principal office in Jacksonville, Duval County, Florida, has named G. Stephen Manning, located at 6622 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216, as its Registered Agent to accept the service of process within the State of Florida.

By: 

William R. Gibbs  
Incorporator

Dated: 6/25/96

**REGISTERED AGENT'S ACCEPTANCE**

Having been named as Registered Agent to accept the service of process for American Ash Recycling Corp. of New York at the registered office designated in this Certificate, I hereby accept the appointment as Registered Agent, and am familiar with and accept all of the duties and obligations of a Registered Agent for American Ash Recycling Corp. of New York, a Florida corporation, in accordance with Sections 607.0501 and 607.0505, of the Florida Business Corporation Act.

LAW OFFICES  
G. STEPHEN MANNING, P.A.

By: 

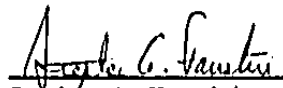
G. Stephen Manning  
Registered Agent

Dated: 6/25/96

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing Registered Agent's Acceptance was executed and acknowledged before me  
this 25<sup>th</sup> day of June, 1996, by the Registered Agent, G. Stephen Manning, who is  
personally known to me.

WITNESS my hand and official seal this 25<sup>th</sup> day of June, 1996.

  
Stephen A. Faustini  
Notary Public  
State of Florida at Large

My Commission Expires: 4-2-2000

My Commission Number: CC54960



STEPHEN A FAUSTINI  
My Commission CC54960  
Expires Apr. 02, 2000