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BOKA RATON (407) 241 - 0300
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July 1, 1996

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Attention: Bureau of Corporate Records

Re: Compact Waste Systems, Inc.

Ladies/Gentlemen:

We enclose herewith an executed original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 covering your filing fee (\$35.00) and Registered Agent designation (\$35.00). Please file the Articles of Incorporation and return a stamped receipted copy to us in the enclosed self-addressed, stamped envelope.

Thank you for your cooperation.

Very truly yours,

ALAN PELLINGRA

AP:bb

Enclosures

cc: Kevin C. Phillips (w/encl.)

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95 JUL -2 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/8/96
TK

ARTICLES OF INCORPORATION
OF
COMPACT WASTE SYSTEMS, INC.

Article I

Name

The name of the corporation is Compact Waste Systems, Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended.

Article IV

Address

The street address of the initial office and the mailing address of this corporation is 110 Segouia Avenue, Royal Palm Beach, Florida 33411.

Article V

Capital Stock

The corporation is authorized to issue 10,000,000 shares of \$.0001 par value common stock.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Article VI

Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is c/o Schroeder and Larche, P.A, One Boca Place, Suite 319-Atrium, 2255 Glades Road, Boca Raton, Florida 33431-7383 and the name of the initial registered agent of this corporation at the address is Alan Pellingra, Esq.

Article VII

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Kevin C. Phillips
110 Segouia Avenue
Royal Palm Beach, Florida 33411

and

Glen Rochon
c/o 110 Segouia Avenue
Royal Palm Beach, Florida 33411

Article VIII

Incorporator

The name and address of the person signing these Articles is:
Alan Pellingra, Esq., Schroeder and Larche, P.A., One Boca Place,
Suite 319-A, 2255 Glades Road, Boca Raton, Florida 33431-7383.

Article IX

Powers

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholder or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XIII

Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date that these Articles of Incorporation are filed, as evidenced by the Department of State's date and time endorsement.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of July, 1996.




Alan Pellingra, Esq.,
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned having been named as registered agent and to accept service of process, (i) does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and (ii) does further agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and (iii) is familiar with and accepts the duties and obligations of registered agent for the proposed domestic corporation.

Dated: July 1, 1996



Alan Pellingra, Esq.
Registered Agent
c/o Schroeder and Larche, P.A.
One Boca Place, Suite 319-Atrium
2255 Glades Road
Boca Raton, Florida 33431-7383

FILED
JUL 2 1996
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
IN FLORIDA

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