

P96000059705



PROSECUTOR
FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 010261 4300092

AUTHORIZATION

Patricia P. Pizzich

COST LIMIT : \$ 70.00

ORDER DATE : July 3, 1996

ORDER TIME : 10:18 AM

ORDER NO : 010261

CUSTOMER NO: 4300092

CUSTOMER: Ayame Konishi, Esq
Schulte Roth & Zabel
900 Third Avenue

800001894868

New York, NY 10022

FOREIGN FILINGS

NAME: ERM MANAGEMENT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

624-671
W96-14856

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 16 AM 11:52

95 JUL 16 AM 11:17

DEPT. OF CORP. AFFAIRS

cf 7/17/96

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-0191 FAX

000-342-0006

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DIVISION OF CORPORATIONS

96 JUL 16 AM 11:52



PREPARED BY: CSC NETWORKS
ACCOUNT NO. : 072100000032

REFERENCE : 019337 4611910

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 15, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 019337

CUSTOMER NO: 4611910

CUSTOMER: Scott E. Fiducci, Esq
DAVIS & KUELTHAU

Suite 1400
111 East Kilburn Street
Milwaukee, WI 53202

DOMESTIC FILING

NAME: PINELLAS COUNTY FERTILIZER
COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

cf
7/17/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

95 JUL 17 11:00:03
DIVISION OF CORPORATIONS

July 16, 1996

OSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PINELLAS COUNTY FERTILIZER COMPANY
Ref. Number: W96000014856

We have received your document for PINELLAS COUNTY FERTILIZER COMPANY and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 296A00034454

RESUBMIT

Please give original
submission date as file date.

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**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 16 AM 11:52

PINELLAS COUNTY FERTILIZER COMPANY

The undersigned, being a natural person and acting as incorporator of a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following as the Articles of Incorporation of such corporation:

ARTICLE I

The name of the Corporation shall be **PINELLAS COUNTY FERTILIZER COMPANY**.

ARTICLE II

The aggregate number of shares of stock that the Corporation shall have authority to issue shall be 10,000 shares of stock, designated as "Common Stock," with a par value of One Cent (\$0.01) per share.

ARTICLE III

The initial principal office and mailing address of the Corporation is c/o Milwaukee Bulk Terminals, Inc., Attn: President, 1901 South Harbor Drive, Milwaukee, Wisconsin 53207.

ARTICLE IV

The initial registered office of the Corporation is located at 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such address is Corporation Service Company.

ARTICLE V

The corporation is engaged in the business of operating a sludge processing facility in Pinellas County, Florida, to process sludge produced by the Pinellas County Wastewater Treatment System, and to produce a saleable biosolid fertilizer.

ARTICLE VI

The name and address of the Corporation's incorporator are:

Scott E. Fiducci, Esq.
Davis & Kuelthau, S.C.
111 East Kilbourn Avenue, Suite 1400
Milwaukee, WI 53202

ARTICLE VII

The Shareholders shall have the authority to fix in the Bylaws of the Corporation greater or lower quorum requirements or greater voting requirements for Shareholders or voting groups of Shareholders than that provided in the Florida Business Corporation Act.

EXECUTED as of the 12th day of July, 1996



Scott E. Fiducci

This Document Was Drafted By:
Scott E. Fiducci, Esq.

Please return to:

Scott E. Fiducci, Esq.
Davis & Kuelthau, S.C.
111 East Kilbourn Avenue
Suite 1400
Milwaukee, Wisconsin 53202-6613
(414) 276-0200

96 JUL 16 AM 11:52

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Vicki Schreiber
Vicki Schreiber, Assistant Vice President

Date: July 15, 1996