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May 28 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment
Florida International Recycling Services, Inc.

Dear Clerk:

I am enclosing, for filing, the original and one copy of the Articles of Amendment for the above referenced corporation.

Please furnish me with a certified copy of the Articles of Amendment. My firm's check in the amount of \$87.50 is enclosed, representing the \$35.00 filing fee and \$52.50 for a certified copy.

Thank you for your assistance.

Sincerely yours,



Seymour A. Gordon

SAG/sa
Enclosures

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ARTICLES OF AMENDMENT

AMENDMENT TO ARTICLES OF INCORPORATION OF FLORIDA INTERNATIONAL RECYCLING SERVICES, INC.

This is to certify that at a meeting of all of the stockholders, directors and officers of Florida International Recycling Services, Inc., a Florida corporation, held at its principal place of business on the 1st day of October, 1996, the following resolution was adopted by the Board of Directors and approved by all of the stockholders:

(1) Article V of the Articles of Incorporation is amended to read as follows:

ARTICLE V

Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of common voting stock having a par value of one dollar (\$1.00) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable. No additional capital stock may be issued without the approval of 67% of all outstanding shares of stock.

(2) Article XI of the Articles of Incorporation is amended to read as follows:

ARTICLE XI

Bylaws

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote. All changes to the bylaws of the corporation shall require the approval of the directors and 67% of all of the issued and outstanding shares of the corporation. All action to be taken by the shareholders of the corporation shall require the affirmative vote of 67% of all the issued and outstanding shares of the corporation.

(b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

(3) Article XII of the Articles of Incorporation is amended to read as follows:

AMENDMENT XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law. These Articles of Incorporation may be amended only upon the affirmative vote of 67% of all of the issued and outstanding shares of the corporation.

(4) The Articles of Incorporation are amended to add Article XIII, which shall read as follows:

ARTICLE XIII

Right of First Refusal

The owner and holder of any issued and outstanding shares of the corporation shall have no right to sell those shares to any other party without first offering the shares for sale to the other shareholder or shareholders. The selling shareholder must furnish to the other shareholder or shareholders a copy of the contract and terms upon which the selling shareholder has agreed to sell the shares to any third party. The non-selling shareholder shall have sixty (60) days to purchase the shares on the same terms and conditions as the selling shareholder has contracted with the third party. If the non-selling shareholder fails to purchase the shares under the same terms and conditions as those offered to the third party, within said sixty-day period, then the selling shareholder shall have the right to sell the shares to the third party.

(5) The date of this Amendment's adoption is the October day of 1996.

(6) The number of votes cast for this Amendment by the stockholders was sufficient for approval.

(7) This Resolution has not been modified or changed in any way and is, at the date hereof, in full force and effect.

IN WITNESS WHEREOF, the corporation has caused this document to be executed in its name by its appropriate officers, on this 1st day of October, ~~XXXX~~ 1996.

FLORIDA INTERNATIONAL
RECYCLING SERVICES, INC.

By David Lynn Dearing
David Lynn Dearing, President

David Lynn Dearing
David Lynn Dearing, Stockholder

Karen L. Dearing
Karen L. Dearing, Stockholder

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28th day of April, 1997, by David Lynn Dearing, as President of Florida International Recycling Services, Inc., a Florida corporation, and by David Lynn Dearing and Karen L. Dearing, ^{on} 5/21/97 as Stockholders of the corporation, and said individuals:

XX are personally known to me; or
XX produced drivers' licenses as identification.

Seymour A. Gordon
Notary Public
My commission expires:

