

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8070
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Master Card _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

W26-17664

625

F. CHESLER AUG 23 1996

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____

DATE _____

TIME _____

BY *Ar* _____

WALK-IN Will Pick Up *8/22/96 12:00*

P960000 70240

No. 53085

Re: National Unstale & Recycling Corporation

	U.S. PER.	DISBURSED
<input checked="" type="checkbox"/> Capital Express TM		
<input type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Restatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

95 AUG 22 PM 4:35
 RECEIVED
 DIVISION OF CORPORATION

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 16% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

August 22, 1996

CAP CONN

TALL, FL 32301

SUBJECT: NATIONAL WASTE & RECYCLING CORPORATION
Ref. Number: W96000017664

FILED
96 AUG 22 PM 4:35
TALLAHASSEE, FLORIDA

We have received your document for NATIONAL WASTE & RECYCLING CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 396A00039939

RECEIVED
96 AUG 22 PM 4:14
DIVISION OF CORPORATIONS

Corrected

**ARTICLES OF INCORPORATION FOR
NATIONAL WASTE & RECYCLING CORPORATION**

The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

EFFECTIVE DATE

8-20-96

NAME OF CORPORATION

The name of the corporation shall be **NATIONAL WASTE & RECYCLING CORPORATION**, whose address is c/o Saul Cimbler, Esq., 407 Lincoln Road, Ste. 2-L, Miami Beach, FL 33139.

II

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist thereafter perpetually until dissolved by law.

III

PURPOSES

The Corporation is organized for the purpose of transacting any and all lawful business.

IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of stock, all of one class, at \$1.00 per share par value.

V

REGISTERED AGENT

The address of this Corporation's initial registered office is c/o Law Offices of Saul Cimbler, 407 Lincoln Road, Ste. 2-L, Miami Beach, FL 33139 and the name of the registered agent at said address is Saul Cimbler, Esq.

FILED
95 MAR 22 PM 10
CLERK OF COURT
MAY 22 1996
CLERK OF COURT

VI

INCORPORATOR

The name and address of the Incorporator is as follows:

Saul Cimbler, Esq.
407 Lincoln Road, Ste. 2-L
Miami Beach, FL 33139

VII

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws of the Corporation but shall never be less than one. The Initial Directors of the Corporation shall be:

Andrew Messing
10576 Hagen Ranch Road
Boynton Beach, FL 33437

Michelle Caridi
2400 East Commercial Boulevard
Suite 711
Ft. Lauderdale, FL 33308

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken by the

corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors and Shareholders, but the Board of Directors may not alter, amend, or repeal any of the By-Laws adopted by the Shareholders, if the Shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Directors.

XII

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any time by a vote of the majority of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 20 day of August, 1996.



Saul Cimbler, Incorporator

Saul Cimbler, Registered Agent

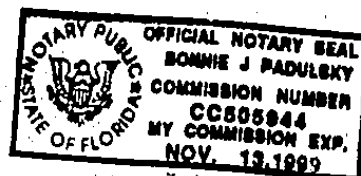
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared SAUL CIMBLER, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 19 day of August, 1996.


NOTARY PUBLIC
State of Florida at Large,

My Commission expires:



ACCEPTANCE BY REGISTERED AGENT
OF
NATIONAL WASTE & RECYCLING CORPORATION

I, SAUL CIMBLER, as the registered agent of NATIONAL WASTE & RECYCLING CORPORATION,, a Florida corporation, hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation

REGISTERED AGENT

SAUL CIMBLER

FILED
96 AUG 22 PM 4:35
MIAMI, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE) ss:

BEFORE ME, the undersigned authority, personally appeared SAUL CIMBLER to me well known to be the person described in and who executed the foregoing Acceptance by Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 22 day of August, 1996.

Bonnie J. Padulsky
NOTARY PUBLIC
State of Florida at Large,

My Commission expires:

