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TRANSMITTAL LETTER

Department of State
Division of Corporations

P.O. Box 6327
Tallahassee, FL 32314

000001919749
-03/13/96--01026--017
*****78.50 *****78.50

Subject:

SOUTH DADE RECYCLING CORP.

(Proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of 78.50.

FROM: Professional Consultants
(Name)

2320 S. W. 57 Ave.
Miami, FL 33155
(City, State, & Zip)

(305)267-1926
(Telephone Number)

WRB-16990
8/14/96
ID
505

FILED
96 OCT -4 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1996

CARLOS ALMEIDA
2320 SW 57TH AVE
MIAMI, FL 33155

SUBJECT: SOUTH DADE RECYLING CORP.
Ref. Number: W96000016990

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for **SOUTH DADE RECYLING CORP.** and check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 096A00038692

PROFESSIONAL CONSULTANTS

2320 S.W. 57TH AVENUE, SUITE 203-A

MIAMI, FLORIDA 33155

TEL: (305) 267-9120 FAX: (305) 267-9120

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 23, 1996

Secretary of State
P. O. Box 6327
Tallahassee, FL. 32314

Attn: Terry Buckley

Re: South Dade Recycling Corp.
Filing No. W96000016990

Dear Ms. Buckley:

The above mentioned corporation was rejected and all the documents were lost in the mailing process. As we were informed by phone, by the Filing Department that your department is holding the monies for the filing of this corporation, we are enclosing herewith Articles of Incorporation for filing as soon as possible.

Thank you for your cooperation and your prompt attention to this matter.

Very Truly Yours,



Ana Rodriguez

AR/cm

Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTH DADE RECYCLING CORP.**

**ARTICLE I
NAME**

The name of the corporation is SOUTH DADE RECYCLING CORP.

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address of this corporation is 2320 S.W. 57th Avenue, Miami, Florida 33155.

**ARTICLE III
PURPOSE**

The corporation is organized for the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the state of Florida, including but not limited to the business of manufacturing and sale of products such as artwork, statues, ornaments and other items, or any other business incident or connected to such business, including retail and wholesale sales.

**ARTICLE IV
CAPITAL STOCK**

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value/Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

**ARTICLE V
TERM OF EXISTENCE**

This corporation is to exist perpetually from the date these Articles are subscribed to the provisions of the Florida Statutes Sections 607.167.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is ANA RODRIGUEZ and the address of the initial state registered office is 2320 S.W. 57th Avenue, Miami, Florida 33155, pursuant to the Florida Statutes Section 607.0501 and 607.0505. The registered agent shall also serve as resident agent pursuant to Florida Statutes Section 48.091.

ARTICLE VII
DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation are:

CARLOS M. ALMEIDA
1850 Hibiscus Dr.
North Miami, Florida 33181

HENRY BETANCOURT
1521 N.W. 13th Court
Miami, Florida 33125

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator is:

CARLOS M. ALMEIDA
1850 Hibiscus Dr.
North Miami, Florida 33181

HENRY BETANCOURT
1521 N.W. 13th Court
Miami, Florida 33125

ARTICLE IX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
CUMULATIVE VOTING

At each election for directors, cumulative voting as set forth in Florida Statutes Section 607.097 (4) shall be allowed, provided ten (10) days' notice in writing be given the secretary of the company by the shareholder desiring cumulative voting.

ARTICLE XI
INDEMNIFICATION

This Corporation shall indemnify and may advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23 day of September, 1996.

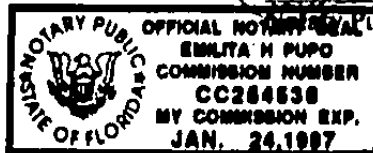

Incorporator **CARLOS M. ALMEIDA**


Incorporator **HENRY BETANCOURT**

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23 day of September, 1996, by CARLOS M. ALMEIDA and HENRY BETANCOURT, known to me or who have produced the following identification FL Driver

My commission expires:
(Seal)



Public for State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process from the above stated corporation at the place designated in Article VI, I hereby accept appointment and agree to comply with the provisions and all statutes relating to the proper and complete performance of my duties, and I am familiar and have accepted the obligation of my position as provided in Florida Statutes Section 607.0505.


ANA RODRIGUEZ Registered Agent

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TALLAHASSEE, FLORIDA