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LAW OFFICES OF
FRANK G. FINKBEINER
ATTORNEY AND COUNSELOR AT LAW
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ORLANDO, FLORIDA 32801
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FRANK G. FINKBEINER

OF COUNSEL
DWAINE CARR

December 23, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: GEMINI WASTE SERVICES, INC.

Gentlemen:

Enclosed please find an original and one fully executed copy of the Articles of Incorporation for the above-referenced Florida corporation, an original Designation and Acceptance of Designation of Registered Agent, together with a check in the amount of \$122.50 representing the following fees:

Filing Fee..... \$ 35.00
Certified Copy..... 52.50
Registered Agent Fee..... 35.00
TOTAL ENCLOSED.....\$122.50

Would you please forward a certified copy of the filed Articles of Incorporation to me at the letterhead address. Thank you for your cooperation in this matter.

Very truly yours,


FRANK G. FINKBEINER

FGF:sn
encs.

DEC 3 1996

Dec. 23, 96

ARTICLES OF INCORPORATION
OF
GEMINI WASTE SERVICES, INC.

FILED
JAN 5 1997
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF ORANGE, FLORIDA

ARTICLE I: NAME

The name of this corporation is GEMINI WASTE SERVICES, INC.

ARTICLE II: DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of engaging in any and all activities or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV: CAPITAL STOCK

Initial Issue. One Thousand (1,000) shares of stock of the corporation shall be issued for cash or notes at a value of \$1.00 per share.

ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the principal office of this corporation is 1600 W. New Hampshire Avenue, Orlando, FL 32804 and the name of the registered agent of this corporation is Frank G. Finkbeiner, Atty., 105 E. Robinson Street, Suite 301, Orlando, FL 32801.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than one (1). The name and address of the Directors of this corporation until the first annual meeting of the Shareholders or until their successor(s) be elected and qualified are as follows:

PETER L. HUFF
1600 W. New Hampshire Avenue, Orlando, FL 32804

ELIZABETH ANN HUFF
1600 W. New Hampshire Avenue, Orlando, FL 32804

ARTICLE VII: INDEMNIFICATION

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

ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:


PETER L. HUFF
1600 W. New Hampshire Avenue, Orlando, FL 32804


ELIZABETH ANN HUFF
1600 W. New Hampshire Avenue, Orlando, FL 32804

ARTICLE IX: PREEMPTIVE RIGHTS

The Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

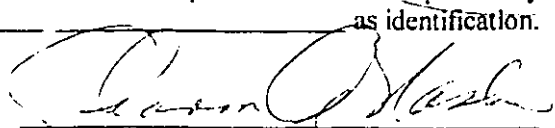
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 23rd day of December, 1996.

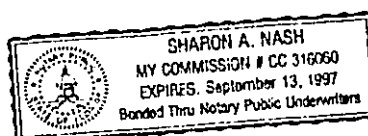

PETER L. HUFF
Incorporator/Subscriber


ELIZABETH ANN HUFF
Incorporator/Subscriber

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of December, 1996, by PETER L. HUFF and ELIZABETH ANN HUFF, Incorporators of GEMINI WASTE SERVICES, INC. HUFF, a Florida corporation, on behalf of the Corporation. He/She is personally known to me or has produced _____ as identification.


Notary Public-State of Florida



**DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

FRANK G. FINKBEINER, Atty. is hereby designated as Registered Agent for GEMINI WASTE SERVICES, INC., a corporation formed and existing under the laws of the State of Florida.

The designated registered office of Frank G. Finkbeiner, Atty. is 105 E. Robinson Street, Suite 301, Orlando, FL 32801.

DATED this 23rd day of December, 1996.

GEMINI WASTE SERVICES, INC.

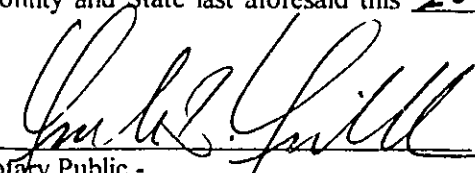
BY: 
PETER L. HUFF, Director

BY: 
ELIZABETH ANN HUFF, Director

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared the undersigned, PETER L. HUFF and ELIZABETH ANN HUFF, who upon being first duly sworn, deposes and says that they are the Director of GEMINI WASTE SERVICES, INC., and that they has read the above and that the same is true and correct to the best of his knowledge and belief.

WITNESS my hand and seal in the County and State last aforesaid this 23rd day of December, 1996.


Notary Public -
My Commission Expires:

ACCEPTANCE OF DESIGNATION
OF REGISTERED AGENT

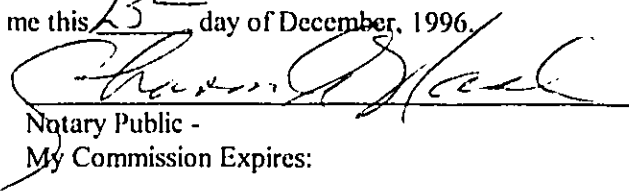
I HEREBY CERTIFY that I accept the designation of Registered Agent of GEMINI
WASTE SERVICES, INC.


FRANK G. FINKBEINER

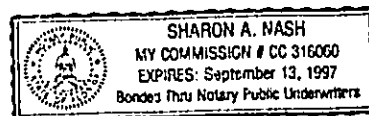
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared FRANK G.
FINKBEINER, well known to me to be the person described herein and who certified before me that
he accepts the designation of Registered Agent of this Corporation.

SWORN TO and subscribed before me this 23rd day of December, 1996.


Notary Public -

My Commission Expires:



01-11-97 9:00:12
01-11-97 9:00:12
01-11-97 9:00:12