

P9700000325
TRANSMITTAL LETTER

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

SUBJECT: a-1 Medical Waste, Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 122.50.

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-01/07/97--01057-013
****122.50 ****122.50

FROM:

JAMES A DELL
Name (printed or typed)
439 HAVEN POINT DR.
Address
TREASURE ISLAND, FL 33706
City, State, & Zip
(813) 367-1101
Telephone Number

FILED
97 JAN -6 PH 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the Articles.

JAN 13 1997

ARTICLES OF INCORPORATION
OF
A-1 MEDICAL WASTE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The subscriber hereof, being sui juris and a citizen of the State of Florida, hereby adopts these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida:

ARTICLE I NAME

The name of the Corporation shall be: A-1 Medical Waste, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

439 Haven Point, Treasure Island, Florida, 33706

ARTICLE III CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock which shall be designated "Common Shares."

ARTICLE IV INITIAL REGISTER AGENT AND ADDRESS

The name and address of the initial registered agent is:

Shirley Stein
439 Haven Point Drive
Treasure Island, Florida 33706

ARTICLE V INCORPORATORS

The name and street address of the Incorporators and signing to these Articles of Incorporation is:

James A. Dell
827 14th Avenue North
St. Petersburg, Fl. 33701
and
Sabino Colucci
60 Hunt Lane
Staten Island, New York, 10304

ARTICLE VI PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Unless and until these articles may be amended, there shall be only one class of stock which shall be the common shares, among which there shall be no preference. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of outstanding common shares.

Each common share shall carry one vote and prorata entitlement to distribution of dividends when and as declared by the Board of Directors and shall carry cumulative voting rights.

ARTICLE VII 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 prorata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one and no decrease shall have the effect of shortening the term of any incumbent Director. The name and address of the initial Director of this Corporation is Shirley Stein, 439 Haven Point Drive, Treasure Island, Florida 33706.

ARTICLE IX BYLAWS

The power to adopt, alter, amend and repeal Bylaws shall be vested in the board of directors and common shareholders. In the event of conflict between action of directors and shareholders as to bylaws, action of shareholders shall control.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles, or any amendment thereto, every right conferred on shareholders being subject to this reservation.

ARTICLE XI DURATION

This corporation shall have perpetual existence beginning on the date of these articles; or if not filed by the Secretary of State within five day thereafter, the beginning on the date of such filing.

ARTICLE XII PURPOSE

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

The undersigned Incorporator has executed these Articles of Incorporation this 2ND day of JANUARY, 1997.


James A. Dell

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: A-1 Medical Waste, Inc.

2. The name and address of the registered agent and office is:

Shirley Stein
(NAME)
439 Haven Point Drive
(P.O. BOX NOT ACCEPTABLE)
Treasure Island, Fl 33706
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE Shirley Stein
DATE 1-2-97