

P970000/3956

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9266

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MAHLON H. BARLOW, III
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RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
RICHARD B. HADLOW
PAUL L. HUEY
DAVID M. JEFFRIES

B. TODD MERRILL
ALEXANDRA M. RENARD
JEREMY P. ROSS
JOHN F. RUDY, II
EDWARD O. SAVITZ
ALICIA J. SCHUMACHER
NEAL A. SIVYER
H. BRADLEY STAGGS
RANDY K. STERNB
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

March 21, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Southeast Tire & Recycling, Inc./STR Acquisition, Inc.
Our File No. SOTR-0

Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Merger merging Southeast Tire & Recycling, Inc. with and into STR Acquisition, Inc., together with our firm check in the amount of \$122.50 in payment of the following charges:

1.	Fee for filing Articles of Merger	\$70.00
2.	Fee for obtaining certified copy of Articles of Amendment	<u>52.50</u>
		\$122.50

I would appreciate having you file the original Articles of Merger and return to me a certified copy of the Articles as filed. Thank you for your assistance in this matter.

Yours truly,

Jeremy P. Ross

JPR/bar
Enclosures
cc: Jim Walters
119516.01

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-03/24/97-01101-002
****122.50 ****122.50

MAR 26 1997

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHEAST TIRE RECYCLING, INCORPORATED, a Florida corporation,
P96000002120

INTO

STR ACQUISITION, INC., a Florida corporation, P97000013956

File date: March 24, 1997

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
MERGING SOUTHEAST TIRE RECYCLING, INCORPORATED
WITH AND INTO
STR ACQUISITION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 24 AM 9:51

Pursuant to the requirements of Section 607.1105, Florida Statutes, Southeast Tire Recycling, Inc. and STR Acquisition, Inc., each a Florida corporation (the "Constituent Corporations"), adopt these Articles of Merger and state:

1. A copy of the Plan of Merger pursuant to which the Constituent Corporations are to merge is attached hereto as Exhibit A and is made a part of these Articles of Merger.
2. The Plan of Merger was adopted by the Board of Directors of each of the Constituent Corporations and, pursuant to §607.0704, Florida Statutes, was consented to in writing by a majority in interest of the shareholders of each Constituent Corporation, in each case, as of March 20, 1997.

EXECUTED as of March 20th, 1997.

Southeast Tire Recycling, Incorporated

By: Ronald L. Hawkins
Ronald L. Hawkins, President

STR Acquisition, Inc.

John M. Seroor
John M. Seroor, President

118693.01

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of March 20, 1997, by and between STR Acquisition, Inc., a Florida corporation currently maintaining its sole business office at 15315 Indian Head Drive, Tampa, Florida 33618 ("STR"), and Southeast Tire Recycling, Inc., also a Florida corporation currently maintaining its principal business office at 2370 Old Highway 60, Mulberry, Florida 33860 ("Southeast").

BACKGROUND INFORMATION

The board of directors of each of STR and Southeast, by affirmative vote of at least a majority of the members of each such board furnished at a meeting properly noticed and convened to consider and act upon such issue, or by executed written action, has determined that it is advisable and to the advantage of each such corporation and its shareholder(s) that Southeast effect a statutory merger with and into STR, at the conclusion of which STR shall remain as the surviving or resulting entity, the corporate existence of Southeast shall terminate and expire, the shares of STR capital stock presently issued and outstanding shall be remain issued and outstanding, and all issued and outstanding shares of Southeast's capital stock held, as of the effective date of the merger, by shareholders not electing to dissent therefrom, shall be deemed cancelled in exchange for the issuance to each such shareholder of an identical number of STR's common voting shares. In furtherance thereof, each board has approved and adopted the terms of an Agreement and Plan of Reorganization, dated March 20, 1997 (the "Agreement"), and the holder(s) of a majority of the shares of each entity have, by appropriate action, similarly approved the Agreement and its underlying transactions.

ACCORDINGLY, in consideration of the representations, covenants, agreements and other provisions set forth in such Agreement, STR and Southeast hereby agree to effect a statutory merger in the following manner:

OPERATIVE PROVISIONS

1. Merger. In accordance with applicable provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, on a date to be requested by Southeast and STR coinciding with or following the closing of the transactions contemplated by the Agreement and by this Agreement and Plan of Merger (the "Plan of Merger"), which date shall be reflected in Articles of Merger to be filed with the Florida Department of State (the "Effective Date of the Merger"), Southeast shall be merged with and into STR (the "Merger") and STR shall constitute the surviving and resulting corporation of such Merger (STR being hereinafter sometimes referred to as the "Resulting Corporation"), and all rights, franchises, properties and other interests of Southeast, as the constituent entity not surviving the Merger, and all obligations and liabilities thereof, shall be deemed transferred to, be vested in and become the obligations of, the Resulting Corporation by virtue of the Merger, without the execution, delivery or recording of any deed, bill of sale or other instrument of transfer or conveyance being required.

2. Constituent Corporations. The constituent corporations to the Merger are STR Acquisition, Inc. and Southeast Tire Recycling, Inc. The specific location of the main office of each constituent corporation is set forth on Schedule I hereto.

3. Resulting Offices. The name and specific location of the proposed main office of the Resulting Corporation is set forth in Schedule II hereto.

4. Resulting Corporation Directors. The name and residential address of each individual who is to serve as a director of the Resulting Corporation, from the Effective Date of the Merger until the first succeeding meeting of shareholders of that entity at which directors are elected, are set forth in Schedule III hereto.

5. Resulting Corporation Officers. The name and residential address of each individual who is to serve as an executive officer of the Resulting Corporation are set forth in Schedule IV hereto.

6. Resulting Corporation Capitalization. The Resulting Corporation's authorized capitalization shall consist of 100,000,000 shares of common voting stock, each with a par value of \$.0001, and with no limitations, rights, preferences or other special terms attaching thereto. Of the total shares so authorized, approximately 2,415,960 are expected to be deemed issued and outstanding immediately following the Effective Date of the Merger, subject to reductions in that number resulting from the effects of properly elected dissenting shareholder rights.

7. Articles of Incorporation. The complete Articles of Incorporation under which the Resulting Corporation will operate are set forth in Schedule V hereto.

8. Bylaws. The Bylaws of STR in being on the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Resulting Corporation until altered, amended or repealed as provided therein.

9. Terms of the Exchange. Upon the Effective Date of the Merger, all of the issued and outstanding shares of capital stock of Southeast shall be deemed cancelled and voided, without the necessity of any certificate evidencing such shares being surrendered to the Resulting Corporation, and the separate corporate existence of Southeast shall cease; all issued and outstanding shares of Southeast capital stock held of record by shareholders who did not elect to dissent from the Merger shall be deemed cancelled and transferred to STR and converted into and exchanged for an identical number of whole shares of STR's common voting stock, \$.0001 par value; and STR shall issue such number of shares of its common voting stock to those former Southeast shareholders as provided in the Agreement.

10. Required Approvals. This Plan of Merger is subject to the approval of the holders of a majority in interest of the outstanding shares of capital stock of Southeast.

11. Dissenting Shareholder Rights. As no shares of the Resulting Corporation's capital stock are being offered under the Agreement or this Plan of Merger to Southeast shareholders dissenting from the Merger, neither the Agreement nor this Plan of Merger contains provisions governing the manner of alternative disposition of Resulting Corporation shares offered to but not taken by such shareholders. Each Southeast shareholder not participating in and executing the written action of holders of a majority of that entity's outstanding voting shares consenting to the Merger, shall, within the ten day period following such execution, be furnished with notice fairly summarizing the material features of the Agreement and this Plan of Merger and containing a clear statement of the statutory right of each shareholder to dissent from the transactions contemplated therein and herein and, by reason of such dissent, to receive, in lieu of the shares of the Resulting Corporation that are to be issued to all other Southeast shareholders, cash in an amount equal to the fair value of his, her or its Southeast shares.

12. Further Assurances. From time to time, as and when requested by the Resulting Corporation or by its successors or assigns, the individuals presently comprising directors of Southeast will, when Southeast's corporate existence has been terminated by consummation of the Merger, and any other legal successor in interest to Southeast, shall execute and deliver or cause to be executed and delivered all such instruments and other documents and shall take or cause to be taken such further or other action as the Resulting Corporation may reasonably deem necessary or desirable in order to vest in and confirm to the Resulting Corporation title to and possession of all rights, privileges, immunities, properties, assets and business of Southeast. The officers and directors of the Resulting Corporation are hereby fully authorized, in the name and on behalf of Southeast, or otherwise, to take all such actions and to execute and deliver all such documents and other instruments necessary to effectuate the purposes of this Plan of Merger.

13. Abandonment of Merger. At any time before the Effective Date of the Merger, this Plan of Merger may be terminated and the Merger may be abandoned by action of the board of directors of either Southeast or STR in accordance with the terms of the Agreement, notwithstanding approval of this Plan of Merger by a requisite majority in interest of the shareholders of each such entity.

14. Counterparts. This Plan of Merger may be executed in counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, Southeast and STR have caused this Agreement and Plan of Merger to be executed by their respective officers thereunto duly authorized as of the date first written above.

STR Acquisition, Inc.

By: John M. Seroor
John M. Seroor, President
118738.01

Southeast Tire Recycling, Incorporated

By: Ronald L. Hawkins
Ronald L. Hawkins, President

**AGREEMENT AND PLAN OF MERGER
DATED March 20, 1997 BY AND AMONG
STR ACQUISITION, INC.
AND SOUTHEAST TIRE RECYCLING, INC.**

Schedule I

1. Southeast Tire Recycling, Inc.
15315 Indian Head Drive
Tampa, FL 33618
2. STR Acquisition, Inc.
15315 Indian Head Drive
Tampa, FL 33618

Constituent Offices
**AGREEMENT AND PLAN OF MERGER
DATED March 20, 1997 BY AND AMONG
STR ACQUISITION, INC.
AND SOUTHEAST TIRE RECYCLING, INC.**

Schedule II

Resulting Office

15315 Indian Head Drive
Tampa, FL 33618

AGREEMENT AND PLAN OF MERGER
DATED March 20, 1997 BY AND AMONG
STR ACQUISITION, INC.
AND SOUTHEAST TIRE RECYCLING, INC.

Schedule III

Resulting Directors

1. James W. Walters
15315 Indian Head Drive
Tampa, FL 33618
2. Earl L. Stover
3209 Grenada Way
Tampa, FL 33618
3. Ronald L. Hawkins
3315 Cheviot Drive
Tampa, FL 33618

AGREEMENT AND PLAN OF MERGER
DATED March 20, 1997 BY AND AMONG
STR ACQUISITION, INC.
AND SOUTHEAST TIRE RECYCLING, INC.

Schedule V

Articles of Incorporation of STR Acquisition, Inc.

[attached]

118738.01

ARTICLES OF INCORPORATION
OF
STR ACQUISITION, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

EFFECTIVE DATE
2-5-97

Corporate Name and Principal Office

The name of this corporation is STR ACQUISITION, INC. and its principal office and mailing address is 15315 Indian Head Drive, Tampa, FL 33618.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on February 5, 1997.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is Jeremy P. Ross.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Barbara A. Rowe

Address

220 South Franklin Street
Tampa, Florida 33602

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 3rd day of February 1997.

Barbara A. Rowe (SEAL)
Barbara A. Rowe

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

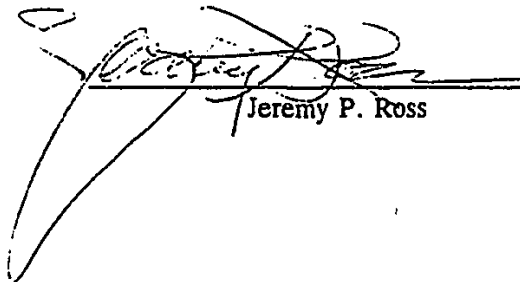
Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, STR ACQUISITION, INC., desiring to organize under the laws of the State of Florida, hereby designates Jeremy P. Ross, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

STR ACQUISITION, INC.

By Barbara A. Rowe
Barbara A. Rowe, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


Jeremy P. Ross

116088.01

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BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9255

TELECOPIER (813) 223-9620

March 27, 1997

MAHLON H. BARLOW, III
JOHN R. BUSH
MINDY L. CARREJA
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
RICHARD B. HADLOW
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B. TODD MERRILL
ALEXANDRA M. RENARD
JEREMY P. ROSS
JOHN F. RUDY, II
EDWARD C. SAVITZ
ALICIA J. SCHUMACHER
NEAL A. SIVYER
H. BRADLEY STAGGS
RANDY K. STERNS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: STR Acquisition, Inc.
Our File No. SOTR-0

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*****87.50 *****87.50

Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Amendment to Articles of Incorporation, together with our firm check in the amount of \$87.50 in payment of the following charges:

1.	Fee for filing Articles of Amendment	\$35.00
2.	Fee for obtaining certified copy of Articles of Amendment	<u>52.50</u>
		\$87.50

I would appreciate having you file the original Articles of Amendment and return to me a certified copy of the Articles as filed. Thank you for your assistance in this matter.

Yours truly,

Jeremy P. Ross

JPR/bar
Enclosures
cc: Jim Walters
119327.01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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APR 2 1997

ARTICLES OF AMENDMENT TO AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION OF STR ACQUISITION, INC.

STR ACQUISITION, INC., a Florida corporation (the "Corporation"), hereby certifies
as follows:

1. The name of the Corporation is hereby changed to Southeast Tire Recycling, Inc.
and its Articles of Incorporation are hereby amended to reflect that change and, as so amended,
are restated in their entirety to read as follows:

ARTICLES OF INCORPORATION
OF
SOUTHEAST TIRE RECYCLING, INC.

ARTICLE I
Corporate Name and Principal Office

The name of the Corporation shall be Southeast Tire Recycling, Inc. and the street
address of its principal office, as of the date of these Articles of Incorporation, is 15315 Indian
Head Drive, Tampa, FL 33618.

ARTICLE II
General Nature of Business

The corporation may transact any lawful business for which corporations may be
incorporated under Florida law.

ARTICLE III
Capital Stock

The aggregate number of shares of capital stock authorized to be issued by the
Corporation shall be 100,000,000 shares of common stock, \$.001 par value (the "Common
Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof
to fully participate in all shareholder meetings, to cast one vote on each matter with respect to
which shareholders have the right to vote, and to share ratably in all dividends and other
distributions declared and paid with respect to the Common Stock, as well as in the net assets
of the corporation upon liquidation or dissolution.

ARTICLE IV
Registered Office and Agent

The street address of the registered office of the Corporation shall be 220 South Franklin
Street, Tampa, Florida 33602, and the initial registered agent of the Corporation at such address
is Jeremy P. Ross.

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DIVISION OF CORPORATIONS
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ARTICLE V
Term of Existence

The term for which the Corporation shall exist shall be perpetual unless terminated pursuant to applicable Florida law.

ARTICLE VI
Directors

The Board of Directors shall be composed of a membership consisting of no fewer than three individuals, each of whom shall serve for a term of one year and until the election and qualification of his or her successor, subject to his or her earlier resignation or removal from office.

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2. The foregoing amendment and restatement shall become effective as of the close of business on the date these Articles of Amendment and Restatement are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1 above has been duly adopted in accordance with the provisions of §§ 607.0821, .0704, and .1003, Florida Statutes, a majority of all shareholders entitled to vote thereon and all directors having executed a written statement, dated March 24, 1997, manifesting their intentions that the amendment be adopted.

4. The amendment recited in Section 1 above has been duly approved by the shareholders of the Corporation in accordance with the provisions of §607.1006, Florida Statutes, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, STR Acquisition, Inc. has caused these Articles of Amendment and Restatement to be prepared under the signature of its President this 24th day of March 1997.

STR ACQUISITION, INC.

By: *Ronald L. Hawkins*
Ronald L. Hawkins, President

119323.01

WRITTEN ACTION OF
A MAJORITY IN INTEREST OF THE SHAREHOLDERS
AND THE BOARD OF DIRECTORS OF
STR ACQUISITION, INC.

The undersigned, being the holders of a majority in interest of the issued and outstanding common voting stock of STR ACQUISITION, INC., a Florida corporation (the "Corporation"), as well as all of the newly elected members of its Board of Directors, hereby take the following written actions in lieu of holding a meeting to consider and act upon the same, as authorized by §§607.0704 and .0821, Florida Statutes, and not being otherwise proscribed by the Corporation's bylaws:

1. Acceptance of Director Resignations: The undersigned shareholders, constituting the record holders of 1,492,500 shares of the Corporation's single class of common voting stock, or 61.8% of the 2,415,960 that are presently issued and outstanding, hereby acknowledge receipt of the written resignations of the Company's President and Director, John M. Seroor, and its Secretary, Treasurer and Director, Nina Cigna, each being effective as of the date of this Written Action.

2. Election of Replacement Directors: The Corporation's Bylaws authorize a board of directors consisting of no fewer than two members and no more than 11. The undersigned shareholders hereby fix the number of directors who are to serve the Corporation for the ensuing year until the next annual meeting of shareholders, or until their successors are duly elected and seated, at three, and duly nominate and elect as the members of the Corporation's Board of Directors the following named individuals:

James W. Walters
Earl H. Stover
Ronald L. Hawkins

3. Officers: The following individuals are hereby elected to the corporate offices set forth opposite their names, to serve until their successors are duly elected, qualified and seated:

<u>Name</u>	<u>Office</u>
James W. Walters	Chairman of the Board of Directors and Treasurer
Ronald L. Hawkins	President and Chief Executive Officer
Timothy L. Pennington	Executive Vice president and Chief Operating Officer
Earl L. Stover	Secretary

4. Banking Arrangements: The Village Bank of Tampa, Tampa, Florida, is hereby designated as a depository of this Corporation, and funds deposited within any branch office of that bank may be withdrawn upon the presentation of a check, draft, note or other document of the Corporation approved by the bank, executed by any one of the following individuals:

Ronald L. Hawkins
James W. Walters

Further, the resolution required by the bank to effect the foregoing arrangement, a copy of which the Secretary shall attach to this written action, is hereby adopted as the action of the Board of Directors of the Corporation.

5. Private Offering of Capital Stock: In order to raise additional equity capital needed by the Corporation in connection with its future operations, the following plan of capital funding has been considered and approved:

a. The right of the Corporation to undertake an offering and sale of up to 2,000,000 shares of the Corporation's authorized but unissued common capital stock, \$.0001 par value (the "Shares"), at a per Share cash offering price of \$.50, is hereby approved, subject to the requirements that (i) Share offers and sales be made either to "accredited investors," as that quoted term is defined in Rule 215 of the Rules and Regulations promulgated under the Securities Act of 1933, as amended (the "Act"), or to a maximum of 35 non-accredited investors each of whom, in the judgment of the Corporation's representatives, is determined to have such knowledge and experience in high risk equity investments and other financial matters as to be capable of evaluating the relative risks and merits of an investment in the Shares, as well as the economic worth and liquidity to be able to sustain a complete loss of his investment in the Shares; (ii) each such offer and sale be undertaken only in accordance with the transactional exemption from registration afforded by Rule 504 of Regulation D, as promulgated under Section 3(b) of the Act; and (iii) the minimum number of Shares which may be acquired by any qualified purchaser shall be 5,000, in exchange for a minimum consideration of \$2,500. Such capital funding plan shall hereinafter be referred to as the "Offering."

b. The officers of the Corporation are directed to insure that all solicitations for offers to acquire the Shares be made in full compliance with the applicable provisions of the referenced Rule 504, and separately with all applicable provisions of the securities laws of each state within which an offer for sale may be made, so as to enable each offer and sale to be exempt from the registration requirements of both federal and state law.

c. There is hereby reserved for issuance and sale pursuant to the terms of the Offering an aggregate of up to 2,000,000 Shares, and the officers of the Corporation are authorized to effect such issuance and sale to each person who properly completes, executes and delivers to the Corporation a separate Subscription Agreement, in the form of Exhibit A, and the monetary consideration therein determined.

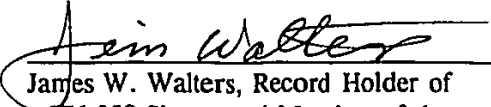
d. There are hereby authorized to be prepared and delivered certificates evidencing the Shares to be so issued and sold to subscribers, at the price set forth herein, and otherwise in accordance with and subject to the terms and provisions of the Offering, and against payment therefor. Each Share, when so issued and sold under such conditions, shall and is hereby declared to be fully paid and non-assessable.


e. Upon issuance and sale of the Shares an amount equal to the entire consideration received in payment therefor shall be credited to the Corporation's appropriate capital stock account(s) and an amount equal to the expenses incurred in connection with such issuance and sale shall be charged to its appropriate capital stock expense account(s); and the treasurer of the Corporation is hereby directed to make, or cause to be made, appropriate entries upon the books and records of the Corporation to so record each such transaction.


f. Each of the officers of the Corporation is hereby authorized and directed, in the name and on behalf of the Corporation, and under its corporate seal or otherwise, to execute, where necessary, and to deliver all documentation heretofore referenced in this plan of capital funding, as well as all such further agreements, certificates, documents and other instruments, and separately to take all such further actions, expressly including the filing, within the 15 day period following consummation of the initial sale of Shares, of a Form D with the United States Securities and Exchange Commission, as such officer, in his sole fiduciary discretion, may consider necessary or appropriate in order to effect the proper issuance and sale by the Corporation of all or any part of the Shares heretofore reserved or in order to implement the intent of any of the foregoing directives.

6. Amendment to and Restatement of Corporation's Articles of Incorporation: It is deemed advisable and in the best interests of the Corporation and the undersigned shareholders to amend the Corporation's Articles of Incorporation to change the name of the Corporation to Southeast Tire Recycling, Inc., and, as so amended, to restate the Corporation's Articles of Incorporation to take the form attaching as Exhibit B hereto, and the officers of the Corporation are authorized and directed to prepare, execute and file with the Florida Department of State Articles of Amendment to and Restatement of the Corporation's Articles of Incorporation in the form of Exhibit C hereto so that the action hereby taken will be effective under Florida law.

Dated: March 24, 1997


James W. Walters, Record Holder of
576,250 Shares and Member of the
Corporation's Replacement Board of
Directors


Earl H. Stover, Record Holder of
325,000 Shares and Member of the
Corporation's Replacement Board of
Directors


Ronald L. Hawkins, Record Holder of
591,250 Shares and Member of the
Corporation's Replacement Board of
Directors

119216.02