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CORPORATION(S) NAME

Metro Disposal Properties, Inc.

AAs

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3-12-97

FILED
MAY 15 1997
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

**ARTICLES OF INCORPORATION
OF
METRO DISPOSAL PROPERTIES, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I - NAME

The name of this corporation is METRO DISPOSAL PROPERTIES, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 8010 N.W. 58th Street, Miami, Florida 33166.

ARTICLE III - CAPITALIZATION

The maximum number of shares which the Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - INITIAL DIRECTORS

The names and street addresses of the initial members of the Board of Directors are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
ARTHUR M. D'ONOFRIO	8010 N.W. 58th Street Miami, Florida 33166
DAVID KENT	8010 N.W. 58th Street Miami, Florida 33166

The number of Directors may be increased or decreased from time to time by a vote of Shareholders, but in no case shall the number of Directors be less than One (1).

Manuel A. Diaz
Fla. Bar No.:310514
Suite 1100
2665 South Bayshore Drive
Miami, Florida 33133

Audit Number: _____

Audit Number: _____

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation shall be 2885 South Bayshore Drive, Suite 1100, Miami, Florida 33133 and the name of the initial registered agent of the Corporation at such office shall be Manuel A. Diaz who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INCORPORATOR

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

Arthur M. D'Onofrio
8010 N.W. 58th Street
Miami, Florida 33166


ARTICLE VII - INDEMNITY

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII - TERM

The existence of this Corporation shall commence on the date of the subscription and acknowledgment of these Articles of Incorporation, March 12, 1997, and shall have perpetual existence, unless earlier dissolved pursuant to law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this March 12, 1997.


ARTHUR M. D'ONOFRIO

Audit Number: _____

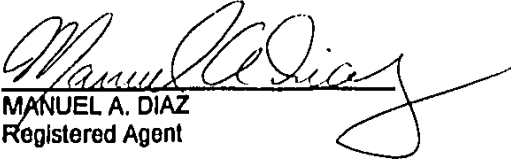
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Metro Disposal Properties, Inc.
2. The name and address of the registered agent and the registered office is Manuel A. Diaz, 2865 South Bayshore Drive, Suite 1100, Miami, Florida 33133.

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: March 12, 1997


MANUEL A. DIAZ
Registered Agent

Audit Number: _____