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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT
CONTACT: ANNE ELLIS
PHONE: (813)223-7000

ACCT#: 076077000355

FAX #: (813)229-4133

NAME: WASTE SERVICES OF SOUTH FLORIDA, INC.

AUDIT NUMBER.....H97000007035

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 2

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**ARTICLES OF INCORPORATION
OF
WASTE SERVICES OF SOUTH FLORIDA, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is Waste Services of South Florida, Inc.

ARTICLE II
Initial Principal Office and Mailing Address

The corporation's initial principal office and mailing address is 1000 Crawford Place, Suite 101, Mt. Laurel, New Jersey 08054.

ARTICLE III
Shares

The corporation shall have authority to issue 1,000 common shares with a par value of \$1.00 per share.

ARTICLE IV
Initial Registered Agent and Office

The street address of its initial registered office is One Harbour Place, Tampa, Florida 33602, and the name of its initial registered agent at that address is Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A., Attention Laurel E. Lockett, Esquire.

ARTICLE V
Incorporator

The name and address of the incorporator are:

Name

Laurel E. Lockett, Esquire

Address

Carlton, Fields, Ward, Emmanuel,
Smith & Cutler, P.A.
One Harbour Place
Tampa, Florida 33602

Prepared by: Laurel Lockett, Esquire
Carlton Fields
One Harbour Place
Tampa, FL 33602
FLA. BAR #462209

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ARTICLE VI
Initial Directors

The corporation initially shall have three directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Louis Paolino	1000 Crawford Place, Suite 101 Mt. Laurel, New Jersey 08054
Robert Kramer	1000 Crawford Place, Suite 101 Mt. Laurel, New Jersey 08054
Terry Patrick	1000 Crawford Place, Suite 101 Mt. Laurel, New Jersey 08054

Dated this 29th day of April, 1997.



Laurel E. Lockett, IncorporatorSECRETARY OF STATE
TALLAHASSEE,
FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 29th day of April, 1997.

REGISTERED AGENT:**CARLTON, FIELDS, WARD,
EMMANUEL SMITH & CUTLER, P.A.**

By: _____


Laurel E. Lockett, Esquire