



THE UNITED STATES
CORPORATION
COMPANY

098000026834

ACCOUNT NO. : 072100000032

REFERENCE : 750984 7132640

AUTHORIZATION :

COST LIMIT : \$131.25

Patricia Pyatt

ORDER DATE : March 23, 1998

ORDER TIME : 11:35 AM

ORDER NO. : 750984-005

100002465001--1

CUSTOMER NO: 7132640

CUSTOMER: Ms. Linda L. Fleming
BUCHANAN INGERSOLL, P.C.

Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

DOMESTIC FILING

NAME: WASTE AWAY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 PM 2:30

RECEIVED
98 MAR 23 PM 12:15
[Signature]

**ARTICLES OF INCORPORATION
OF**

WASTE AWAY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 PM 2:30

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be Waste Away, Inc. (the "Corporation"). The address of the principal office of the Corporation shall be 201 N. Meridian Avenue, Tampa, Florida 33602, and the mailing address shall be the same.

ARTICLE II. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE III. INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the Corporation shall be 201 N. Meridian Avenue, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation at that address is David W. Fagan.

ARTICLE IV. INCORPORATOR

The name and street address of the incorporator is David W. Fagan, 201 N. Meridian Avenue, Tampa, Florida 33602, Tampa, Florida 33602.

ARTICLE V. NUMBER OF DIRECTORS

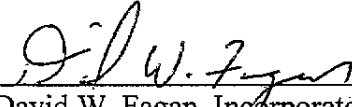
The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the Bylaws.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The name and street address of the initial director of the Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successor is elected is as follows:

Dennis J. Calnan
201 N. Meridian Avenue
Tampa, Florida 33602

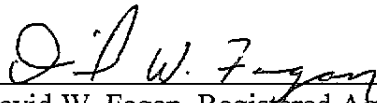
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of March, 1998.



David W. Fagan, Incorporator

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

DATED: March 20, 1998



David W. Fagan, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 PM 2:30