

7/06/98

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LANDFILL ALTERNATIVE COVER MATERIALS, INC.

AUDIT NUMBER.....H98000012387

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

CERT. OF STATUS..0

PAGES..... 5

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

BM 7/6/98

HA8000012387  
ARTICLES OF INCORPORATION

OF

LANDFILL ALTERNATIVE COVER MATERIALS, INC.

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ARTICLE I

CORPORATION NAME

The name of the corporation is:

LANDFILL ALTERNATIVE COVER MATERIALS, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or  
business permitted under the laws of the United State and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one  
time an aggregate number of Five Hundred (500) shares of one class of common  
stock having a par value of one (\$1.00) dollar per share. The consideration to be  
paid for each share of stock shall be fixed by the Board of Directors.

*Prepared by*

THOMAS P. BELL, ESQ.  
1790 N.W. 122 TERRACE  
FEMBROKE PINES, FL 33026  
(305) 431-4455

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ARTICLE IV.

PREEMPTIVE RIGHTS

All shareholders of the corporation shall be vested with full preemptive rights.

ARTICLE V.

INITIAL REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE.

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT:

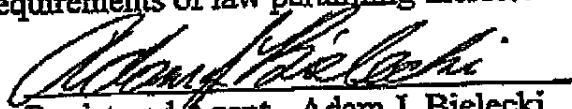
ADAM J. BIELECKI

INITIAL REGISTERED OFFICE:

16305 N.W. 8th Drive  
Pembroke Pines, Florida 33028

ACKNOWLEDGMENT AND CONSENT  
OF REGISTERED AGENT.

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
Registered Agent - Adam J. Bielecki

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ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is One.

ARTICLE VII

INITIAL DIRECTOR

The name and address of the sole member of the initial Board of Directors is:

ADAM J. BIELECKI  
16305 N.W. 8th Drive  
Pembroke Pines, Florida 33028

ARTICLE VIII

PRINCIPLE OFFICE OR MAILING ADDRESS

The principle office or mailing address of the corporation is:

16305 N.W. 8th Drive  
Pembroke Pines, Florida 33028

ARTICLE IX

INCORPORATOR

The name and address of the incorporator executing these Articles of

Incorporation is: ADAM J. BIELECKI  
16305 N.W. 8th Drive  
Pembroke Pines, Florida 33028

 (SEAL)  
Adam J. Bielecki

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STATE OF FLORIDA )

) ss.

COUNTY OF BROWARD )

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ADAM J. BIELECKI to be known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and that (he)(she) acknowledged before me that (he)(she) executed the same. I relied upon the following form of identification of the above-named person(s):

driver's license

and that an oath (was)(was not) taken.

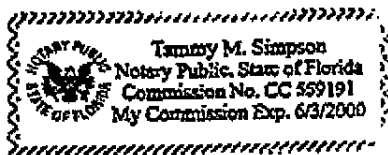
WITNESS my hand and official seal in the County and State last aforesaid this 2 day of July 1998.

(SEAL)

Tammy M. Simpson  
Notary Signature

Tammy M. Simpson  
Printed Notary Signature

My Commission Expires:



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