

**ARTICLES OF INCORPORATION
OF
WASTEMASTERS OF FLORIDA, INC.**

A Florida Corporation

ARTICLE 1. - NAME

The name of the corporation is WasteMasters of Florida, Inc., (hereinafter called the "Corporation").

ARTICLE 2. - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the General Corporation Act of the State of Florida, including but not limited to waste collection and sorting and landfill operation.

ARTICLE III - PRINCIPAL OFFICE

The Corporation's principal office and mailing address is:

2075A N. Powerline Road
Pompano Beach, Florida 33069

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and street address of the initial registered office of this Corporation is:

HOWARD E. NELSON, ESQUIRE
2500 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of this Corporation is:

R. D. STERRITT, JR.
10254 Miller Road
Dallas, Texas 75238

ARTICLE VII - INCORPORATOR

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

HOWARD E. NELSON, ESQUIRE
2500 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

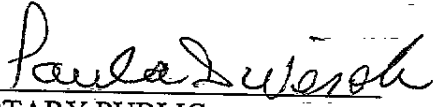
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 4 day of August, 1998.



HOWARD E. NELSON
Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

THE FOREGOING INSTRUMENT was acknowledged before me by HOWARD E.
NELSON this 4 day of August, 1998, () who is personally known to me or () who
produced _____ as identification.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:
6/7/2000

OFFICIAL NOTARY SEAL
PAULA DIVEROLI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC558021
MY COMMISSION EXP. JUNE 7, 2000

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That WasteMasters of Florida, Inc., desiring to organize under the laws of the State of Florida, has named HOWARD E. NELSON, Esquire, located at 2500 First Union Financial Center, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

DATED this 4 day of August, 1998.



HOWARD E. NELSON
Registered Agent

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