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June 10, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/13/02--01005--009
-*****35.00 *****35.00

Re: Amended and Restated Articles of Incorporation for Talley Truck Transport, Inc.

Greetings:

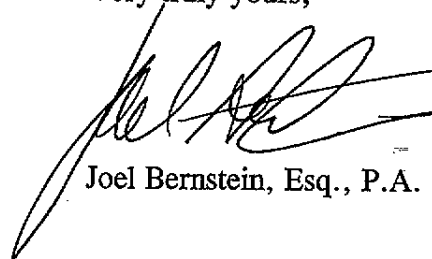
Enclosed for filing you will find the Amended and Restated Articles of Incorporation for the following:

TALLEY TRUCK TRANSPORT, INC.

Also, please find enclosed our check in the amount of \$35 to cover the fee.

Please stamp the filing information on the extra copy enclosed and return to us for our files.

Very truly yours,


Joel Bernstein, Esq., P.A.

JB/jm
enc.

FILED
02 JUN 13 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + Restated w/n/c

T BROWN JUN 17 2002

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TALLEY TRUCK TRANSPORT, INC.

FILED
02 JUN 13 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * *

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation, which amendments to the Corporation's Articles of Incorporation, as amended, contained therein were adopted by the shareholders of the Corporation on May 30, 2002, by the holders of the outstanding common stock, the only voting group, and the number of shares adopting the Amended and Restated Articles of Incorporation by such group was sufficient for approval.

1. The name of the Corporation is TALLEY TRUCK TRANSPORT, INC.
2. The Articles of Incorporation of the Corporation we hereby amend to read in their entirety as follows:

ARTICLE 1

Name

The name of the corporation is JOBSITE WASTE REMOVAL, INC.

ARTICLE 2

Purpose

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3

Capital Stock

The total amount of capital stock which this Corporation has the authority to issue is as follows:

30,000,000 shares of common stock, \$.0001 par value per share.

ARTICLE 4

Indemnification of Directors, Officers and Other Authorized Representatives

1. Indemnification. The Corporation shall indemnify its officers, directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents as incurred, to the fullest extent permitted by law.

2. Effect of Modification. Any repeal or modification of any provision of this Article 4 by the shareholders of the Corporation shall not adversely affect any right to indemnification of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out

of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article 4.

4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article 4 to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

ARTICLE 5

Right to Amend or Repeal Article

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power.

ARTICLE 6

Severability

In the event any provision (including any provision within a single article, section, paragraph or sentence) of these Articles should be determined by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.

ARTICLE 7

Stock Split

Each share of the Corporation's outstanding common stock, \$1.00 par value per share, shall be and they are hereby automatically changed (without any further act) into 85,000 shares of common stock, \$.0001 par value per share.

The foregoing stock split shall be accomplished in the following manner:

(1) All certificates representing issued shares which are in existence as of the close of business on the date hereof (the "Record Date") shall thereafter, without any further action being taken, represent the same number of shares as they theretofore represented.

(2) The appropriate officers of the Corporation are authorized and directed, as soon as practicable after the close of the business on the Record Date, to cause to be issued and delivered to each shareholder of record as of the close of business on the Record Date certificates representing the additional shares of the Corporation's common stock to which they shall be entitled pursuant to the foregoing stock split.

The Board of Directors of the Corporation or any executive committee thereof is empowered to adopt further rules and regulations concerning the foregoing change and to appropriately adjust any outstanding options, warrants or other securities which are convertible into shares of the Corporation's common stock, \$1.00 par value.

Dated: May 28, 2002

TALLEY TRUCK TRANSPORT, INC.

By: 

Ronald Frangione
President