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March 15, 1999

EFFECTIVE DATE
4/1/99

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*****78.75 - *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Quality Recycling, Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 which covers the filing fee and a certificate. Please forward the certificate to:

Charles Wheaton
P.O. Box 850
Edgewater, Florida 32132
(904) 427-0011

Sincerely,

Charles Wheaton

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -2 PM 12:43

4-7
WS

EFFECTIVE DATE

4/1/99

ARTICLES OF INCORPORATION
OF

Quality Recycling, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporator hereby makes, subscribes to, acknowledges and files these Articles of Incorporation for the purpose of organizing and incorporating a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **Quality Recycling, Inc.** and it shall be hereinafter referred to as the "corporation".

ARTICLE II

The time and date on which corporate existence of this corporation shall begin is 12:01 AM (Eastern Standard Time) on April 1, 1999, and this corporation shall have continuous and perpetual existence thereafter.

ARTICLE III

The general purposes for which the corporation is initially organized are as follows:

- a. Any business activity authorized by the laws of the State of Florida.
- b. To transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1979) as amended.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1000 shares. These shares shall consist of one class only, and such class shall be known as "common stock" or "common shares" of the corporation. Each share will have a par value of \$1.00 per share.

ARTICLE V

When a new issue of shares of the corporation is offered by it for sale in which the consideration to be paid for such shares is to be paid in cash, each existing shareholder shall have the preemptive right to purchase his pro-rata number of shares, or fractions thereof, at the price at which such newly issued shares are offered to other persons.

ARTICLE VI

The street address of the corporation shall be : P.O. Box 850, Edgewater, Florida . The street address of the initial registered office of the corporation shall be P.O. Box 850 , Edgewater, Florida. The name of the official registered agent (who shall be located at such registered office) shall be Charles Wheaton. To signify acceptance of appointment as registered agent, the registered agent named in this Article has signed these Articles pursuant to 607.034, Florida Statutes.

ARTICLE VII

The number of directors who shall constitute the initial board of directors of the corporation shall be one (1). The name and street address of the persons who are to serve as members of the initial board of directors of the corporation shall be:

Name of Director	Address
Charles Wheaton President <i>HOMES 4988 OLD BLUE RIDGE RD EDGEWATER, FL 32132</i>	P.O. Box 850 Edgewater, Florida 32132

ARTICLE VIII

The name and address of each incorporator of the corporation is as follows:

Name of Incorporator	Address
Charles Wheaton	P.O. Box 850 Edgewater, Florida 32132

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person who is competent to contract under the laws of the State of Florida, by those present does hereby execute, acknowledge and cause to be delivered to the Florida Department of State these Articles of Incorporation of:

Quality Recycling, Inc.

and we request the Department of State to file these Articles as of the date and time indicated in Article II hereof, in accordance with Chapter 607, Florida Statues; accordingly, the undersigned incorporator does hereunto set his hand and seal at Port Orange, Volusia County, Florida, this 30th day of March, 1999.

Charles E. Wheaton
As Incorporator
Charles E. Wheaton
As Registered Agent

ACKNOWLEDGMENTS

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation of **Quality Recycling, Inc.** were acknowledged before me by Charles Wheaton, this 30 day of March 1999.

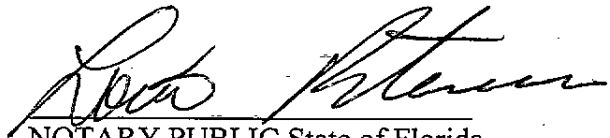


NOTARY PUBLIC, State of Florida

At large.



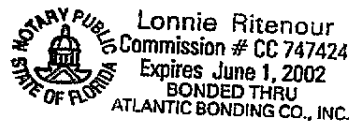
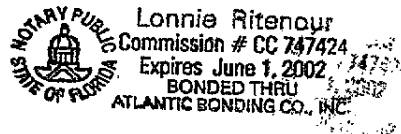
The foregoing Acceptance of Designation of Registered Agent of **Quality Recycling, Inc.** was acknowledged before me by Charles Wheaton, as Registered Agent, this 30 day of March, 1999.



NOTARY PUBLIC, State of Florida

At large

My commission expires:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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