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CARLOS ALMEIDA
1850 Hibiscus Dr.
NORTH MIAMI, FL. 33181

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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99 APR 30 PM 3:07
STATE TAX OF FLORIDA
TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SHARON

MAY 4 - 1999

ARTICLES OF INCORPORATION
OF
BUSY BEE RECYCLING, CORP.

FILED
99 APR 30 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of organizing a corporation under the Laws of the State of Florida, providing for the formation for profit, with the powers, rights, privileges and immunities hereinafter mentioned; and we make, subscribe and acknowledge, and file with the Secretary of State for the State of Florida, this Certificate of Incorporation, and to that end we do, by these Articles, set forth:

ARTICLE I

The name of this corporation shall be:

BUSY BEE RECYCLING, CORP.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

(a) to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock of this corporation shall be composed of Five Hundred (500) shares of \$1. par value, payable in lawful money of the United States of America, or in property, labor or services, at a just valuation to be fixed by the directors of the corporation at the organization meeting had after the granting of the Charter herein

applied for. The capital stock shall be sold, assigned, issued and transferred only in accordance with such By-Laws as the corporation may, from time to time, make, change or alter and shall be fully paid for at the time of issue, and non-assessable.

ARTICLE IV

Amount of Capital Stock Paid In

The amount of capital stock with which the corporation shall begin business shall not be less than the sum of FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

Term of Existence

The term of existence of this corporation shall be perpetual.

ARTICLE VI

The principal office and place of business of this corporation shall be 1850 Hibiscus Drive, North Miami, Florida 33181, with the privilege of establishing other offices and places of business throughout the State of Florida and in any of the several states, territories, possessions and dependencies of the United States of America, the District of Columbia and in foreign countries, as may be designated by vote of the stockholders.

The registered office of Busy Bee Recycling, Corp., shall be 1850 Hibiscus Drive, North Miami, Florida 33181, and the registered agent is Carlos M. Almeida, whose address is 1850 Hibiscus Drive, North Miami, Fl. 33181.

ARTICLE VII

The number of directors of the corporation shall not be less than one (1) nor more than ten (10).

ARTICLE VIII

The name and post office address of the director who, subject to the by-laws, shall hold office until his successor is elected and has qualified, is as follows:

CARLOS M. ALMEIDA 1850 HIBISCUS DRIVE, N. MIAMI, FLORIDA 33181

ARTICLE IX

Name and Post Office Address of Subscribers

The name and post office address of each subscriber of this Certificate of Incorporation, and the number of shares of stock each agrees to take, are as follows:

CARLOS M. ALMEIDA 1850 HIBISCUS DRIVE 250 SHARES - \$250.00
N. MIAMI, FLORIDA 33181

MARIA C. ALMEIDA 1850 HIBISCUS DRIVE 250 SHARES - \$250.00
N. MIAMI, FLORIDA 33181

ARTICLE X

The following named persons shall be the officers of this corporation for the first year of its existence or until their successors are elected and have qualified:

CARLOS M. ALMEIDA PRESIDENT

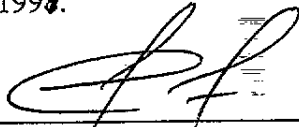
MARIA C. ALMEIDA TREASURER

ARTICLE XI

The business of this corporation shall be conducted by its Board of Directors, the member of which shall be chosen at the annual meeting of the stockholders, and the following officers to-wit: a President, Secretary, Treasurer, together with such other officers agents and/or factors as may be deemed necessary. Any and all of such officers

may or may not be stockholders, and each shall hold office until his successor is chosen and duly qualified. All officers, agents and/or factors may or may not be directors of the corporation, except for the President, who must be a director. Any person may hold two offices provided, however, that the President shall not also be the Secretary or Assistance Secretary of this corporation.


IN WITNESS WHEREOF, I have made, subscribed and acknowledged this Certificate this 28 day of April 1998.


CARLOS M. ALMEIDA

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

ON THIS DAY, personally appeared before me, a Notary Public of the State of Florida at Large, CARLOS M. ALMEIDA, to me well known and by me known to be the person described in and who signed the foregoing Certificate of Incorporation, and they severally acknowledged to and before me that they signed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida this 28 day of April 1998-1999.


NOTARY PUBLIC
State of Florida at Large

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAYBE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT BUSY BEE RECYCLING CORP.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF NORTH MIAMI,
(CITY)
STATE OF FLORIDA, HAS NAMED CARLOS M. ALMEIDA
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 1850 HIBISCUS DRIVE
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF NORTH MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE X [Signature]
(CORPORATE OFFICER)
CARLOS M. ALMEIDA

TITLE PRESIDENT

DATE X 4-28-99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, : 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.

SIGNATURE X [Signature]
(RESIDENT AGENT)
CARLOS M. ALMEIDA

DATE X 4-28-99

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99 APR 30 PM 3:07
TALLAHASSEE, FLORIDA