

TRANSMITTAL LETTER

P99000106982

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

SUBJECT: MB ENVIRONMENTAL SERVICES OF BAY COUNTY, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$122.50.

From: Emily L. Dowdy, Attorney at Law  
P.O. Box 71  
Panama City, Florida 32402  
(850) 785-8112

400003065804--7  
-12/09/99-01084-004  
\*\*\*\*122.50 \*\*\*\*78.75

99 DEC -9 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

T. Burch DEC 10 1999

ARTICLES OF INCORPORATION  
OF  
MB ENVIRONMENTAL SERVICES OF BAY COUNTY, INC.

FILED  
99 DEC -9 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is MB ENVIRONMENTAL SERVICES OF BAY COUNTY, INC.

ARTICLE II

DURATION: This corporation shall exist perpetually commencing upon filing of these Articles.

ARTICLE III

PURPOSE: This corporation is organized for the following purposes:

- (1) To be engaged in any and all aspects of waste disposal;
- (2) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act;
- (3) To undertake such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue Two Hundred (200) shares of one dollar (\$1.00) par value common stock.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS: The Principal Office street address is 7211 McElvey Lane, A& B, Panama City Beach, Florida 32408 and the mailing address for this Corporation is P.O. Box 168, Panama City, Florida 32402.

ARTICLE VI

REGISTERED AGENT AND ADDRESS: The street address of the resident office of this corporation is 427 Magnolia Avenue, Panama City, Florida 32401, and the name of the official registered agent of this corporation at that address is EMILY L. DOWDY.

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

NAME

ADDRESSES

HOWARD SHELTON

11619 FRONT BEACH ROAD #203  
PANAMA CITY BEACH, FLORIDA 32407

BRIAN L. HUMBOLDT

213 HARRISON AVENUE  
PANAMA CITY, FLORIDA 32401

EMILY L. DOWDY

427 MAGNOLIA AVENUE  
PANAMA CITY, FLORIDA 32401

LEE J. KINNER

P.O. BOX 9589  
PANAMA CITY BEACH, FLORIDA 32417

JOSEPH P. SERGO

356 MASSALINA DRIVE  
PANAMA CITY, FLORIDA 32401

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of these Articles of Incorporation is: EMILY L. DOWDY, 427 Magnolia Avenue, Panama City, Florida 32401.


ARTICLE IX

AMENDMENTS: The Corporation reserves the right to amend or repeal any provision contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

ACTION BY DIRECTORS WITHOUT A MEETING: The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation, this 8<sup>th</sup> day of December, 1999.

  
EMILY L. DOWDY  
INCORPORATOR

STATE OF FLORIDA:  
COUNTY OF BAY:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared EMILY L. DOWDY, know to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 8<sup>th</sup> day of December, 1999.

SWORN TO AND SUBSCRIBED

before me this 8<sup>th</sup> day of December, 1999.

*Diane Clayton*  
NOTARY PUBLIC

DIANE CLAYTON

My Commission Expires:

NOTARY NUMBER: CC 618297



Diane Clayton  
My Commission CC618297  
Expires April 19, 2001

Personally Known X

Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

FILED

99 DEC -9 PM 1:30

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

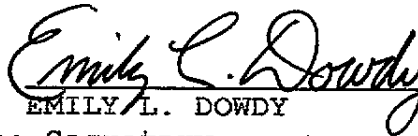
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

MB ENVIRONMENTAL SERVICES OF BAY COUNTY, INC.

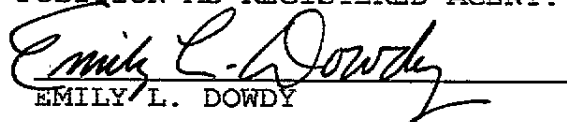
2. The name and address of the registered agent and office is:

EMILY L. DOWDY  
427 MAGNOLIA AVENUE  
PANAMA CITY, FLORIDA 32401

  
EMILY L. DOWDY

Title: Secretary  
December 8<sup>th</sup>, 1999.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
EMILY L. DOWDY