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Reply to: Orlando

99000107394

December 8, 1999

VIA FEDERAL EXPRESS

DIVISIONS OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

FILED
DEC - 9 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500003065225-4
-12/09/99-01049-009
*****78.75 *****78.75

Re: Filing-Articles of Incorporation for Independent Waste Consultants, Inc.

Dear Sir/Madam:

Enclosed please find our law firm trust account check no.2499 in the amount of \$78.75 representing the filing fee, registered agent designation, and certified copy request. Please return the certified copy of the filed Articles of Incorporation to our attention in the enclosed self-addressed federal express envelope provided.

If you have any questions, please call our office. Thank you for your assistance in this matter.

Very truly yours,

GREENSPOON, MARDER, HIRSCHFELD, RAFKIN,
ROSS & BERGER, P.A.

Kim August
Kim August
Paralegal

:ka

Enclosure

G:\DAWN\FORMS\CORP\DEPTSTAT.WPD

1. Also admitted in New York
2. Also admitted in Wisconsin
3. Also admitted in Texas
4. Also admitted in Colorado

D. BROWN DEC 13 1999

**ARTICLES OF INCORPORATION
OF
INDEPENDENT WASTE CONSULTANTS, INC.**

FILED
99 DEC -9 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **Independent Waste Consultants, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address for the corporation is at 498 Palm Springs Drive, Suite 100, Altamonte Springs, Florida 32701.

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue and have outstanding One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the state of Florida is Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.; 135 West Central Boulevard, Suite 1100; Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is Victor S. Kline.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) directors initially. The number of directors may either increase or decrease from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and addressee of the initial directors are:

<u>Name</u>	<u>Address</u>
Charles A. Muszynski	1030 Druid Drive Maitland, Florida 32751

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Charles A. Muszynski	1030 Druid Drive Maitland, Florida 32751

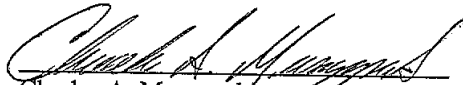
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act, from time to time.

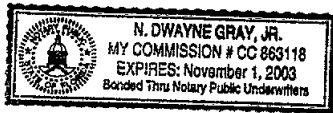
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of December, 1999.

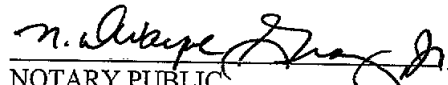

Charles A. Muszynski

("Incorporator")

STATE OF FLORIDA)
) S.S.:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 7th day of December, 1999 by Charles A. Muszynski who is personally known to me.




NOTARY PUBLIC
Print: N. DWAYNE GRAY, JR.
My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Victor S. Kline, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Business Corporation Act.


Victor S. Kline

("Registered Agent")

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99 DEC -9 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA