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REPLY TO:

MIAMI

December 16, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-12/17/99-01085-010
****78.75 ****78.75

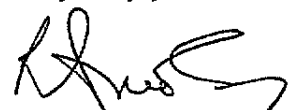
Re: New filing for corporation

Dear Department Representative:

Enclosed is an original Articles of Incorporation for Phoenix Waste Services, Inc., together with the filing fee of \$78.75.

Should you have any questions regarding the above, please do not hesitate to contact me at any time.

Very truly yours,


Robert Smoley, Esq.

99 DEC 17 PM 1:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D BROWN DEC 21 1999

**ARTICLES OF INCORPORATION
OF
PHOENIX WASTE SERVICES, INC.**

FILED
99 DEC 17 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation
under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

PHOENIX WASTE SERVICES, INC.

The address of the principal office of this corporation shall be c/o Robert Smoley,
The Miami Center - 17th Floor, 201 So. Biscayne Boulevard, Miami, Florida 33131, and the
mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business
permitted under the laws of the United States, the State of Florida or any other state,
country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any one time is 500 shares of common stock having \$1.00 par value per
share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be c/o
Robert Smoley, The Miami Center - 17th Floor, 201 So. Biscayne Boulevard, Miami, Florida
33131 and the name of the initial registered agent of the corporation is Robert Smoley,
Esq.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL INCORPORATOR

The name and street address of the initial incorporator to these Articles of Incorporation are:

ROBERT SMOLEY, ESQ.
The Miami Center - 17th Floor
201 So. Biscayne Boulevard
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, on this 3rd day of December, 1999.



ROBERT SMOLEY, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

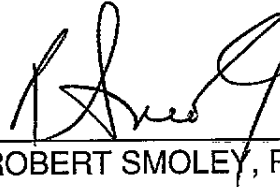
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: PHOENIX WASTE SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Miami, Florida, has named:

ROBERT SMOLEY, ESQ.

as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree with the provisions of said Act relative to keeping open said office.



ROBERT SMOLEY, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA