

**CAPITAL CONNECTION, INC.**

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Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

TVL

N. HENDRICKS JAN 15 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	_____	_____	_____

WALK-IN Will Pick Up 1/15 12:00

V-57064  
RE: Continental Waste Corporation

Capital Express™  
Art. of Inc. File  
Corp. Record Search  
Ltd. Partnership File  
Foreign Corp. File  
( ) Cert. Copy(s)  
Art. of Amend. File  
Dissolution/Withdrawal  
C U S  
Fictitious Name File  
Name Reservation  
Annual Report/Reinstatement  
Reg. Agent Service  
Document Filing  
Corporate Kit  
Vehicle Search  
Driving Record  
Document Retrieval  
UCC 1 or 3 File  
UCC 11 Search  
UCC 11 Retrieval  
File No.'s, Copies  
Courier Service  
Shipping/Handling  
Phone ( )  
Top Priority  
Express Mail Prep.  
FAX ( ) pgs.  
SUBTOTALS

FEE	\$
DISBURSED	\$
SURCHARGE	\$
TAX on corporate supplies	\$
SUBTOTAL	\$
PREPAID	\$
BALANCE DUE	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

CONTINENTAL WASTE MANAGEMENT CORPORATION  
CERTIFICATE OF DESIGNATION  
SERIES A PREFERRED STOCK

FILED

97 JAN 15 PM 12:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RESOLVED, that pursuant to the authority vested in the Board of Directors of Continental Waste Management Corporation, a Florida corporation (the "Corporation") by Article II of the Amended and Restated Articles of Incorporation and pursuant to the provisions of §607.0602 of the Florida Business Corporation Act, a series of preferred stock of the Corporation is hereby created out of the authorized but unissued shares of capital stock of the Corporation, such series to be designated Series A Preferred (the "Series A Preferred Stock"), to consist of one (1) share, of which the preferences and other rights, and the qualifications, limitations or restrictions thereof, shall be as follows:

1. Voting Rights. Each share of the Series A Preferred Stock shall entitle the holder thereof to vote, in person or by proxy, on all matters that may properly come before the holders of the Corporation's common stock. The number of votes per share of Series A Preferred Stock shall be equal to the number of "Exchangeable Shares" [as such term is defined in that certain Voting and Exchange Share Trust Agreement dated as of the 13th day of January, 1997, among and between the Corporation, 1179103 Ontario Limited, a corporation organized under the laws of the Province of Ontario, Canada and Partick G. Egan (the "Trust Agreement")] outstanding on the date set for such vote (the "Series A Preferred Vote"). The Series A Preferred Vote may be voted in any manner determined by the holder of the Series A Preferred Stock. At such time and simultaneously therewith, that no Exchangeable Shares are outstanding, the holders of the Series A Preferred Stock shall have no right to vote for any purpose, except as specifically required by the Florida Business Corporation Act.

2. Notice. Each share of the Series A Preferred Stock shall entitle the holder thereof to notice of any special or annual meetings of the holders of the Corporation's common stock in the same manner as notice given to the holders of the Corporation's common stock under the Florida Business Corporation Act. Additionally, each share of the Series A Preferred Stock shall entitle the holder thereof to receive copies of all written communication which is distributed by the Corporation to the holders of the Corporation's common stock.

3. Mandatory Redemption. At such time and simultaneously therewith, that no Exchangeable Shares are outstanding, the Corporation shall redeem the Series A Preferred Stock at a redemption price of \$1.00 per share (the "Redemption Price"), which Redemption Price shall be subject to appropriate adjustment in the event of a stock split or subdivision or a stock combination of the Series A Preferred Stock. The notice of the redemption of the Series A Preferred Stock (the "Redemption Notice") shall be mailed by overnight courier to the holder of record of the Series A Preferred Stock (at the close of business on the business day next preceding the day on which notice is given) at the address for such holder shown on the Corporation's records on a date which is at least 2 days prior to the date fixed for the redemption (the "Redemption Date"); provided, however, that neither the failure to send the Redemption Notice nor any defects contained in the Redemption Notice shall affect the validity of the

proceedings for the redemption of any of the Series A Preferred Stock. The Redemption Notice shall notify the such holder of the Series A Preferred Stock of the redemption of the Series A Preferred Stock of the Redemption Date, of the Redemption Price, and of the place at which payment may be obtained. Likewise, the Redemption Notice shall call upon the holder to surrender to the Corporation, in the manner and at the place designated in the Redemption Notice, the certificate for the Series A Preferred Stock so redeemed. One the Redemption Notice is sent, the Corporation shall be obligated to redeem the Series A Preferred Stock on the Redemption Date. From and after the close of business on the Redemption Date, the Series A Preferred Stock shall no longer be deemed outstanding.

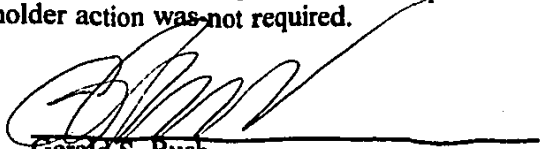
4. Liquidation. The holder of record of the Series A Preferred Stock shall not be entitled to any preference over the holders of the Corporation's common stock in the event of liquidation.

5. Conversion. The holder of record of Series A Preferred Stock shall have no right to convert all or any part of the Series A Preferred Stock into any other security of the Corporation.

6. Other Rights. Except as may otherwise be required by law, the shares of the Series A Preferred Stock shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in this resolution (as such resolution may be amended from time to time) and the Corporation's Articles of Incorporation, as amended.

7. Headings of Subdivisions. The headings of the various subdivisions hereof are for convenience and for reference only and shall not affect the interpretation of any of the provisions hereof.

This designation of Series A Preferred Stock was unanimously adopted by the Corporation's Board of Directors on January 13, 1997. Shareholder action was not required.

  
Gerald S. Bush,  
President/Chairman