

ARTICLES OF INCORPORATION OF Biocycle, Inc.

KNOW ALL MEN BY THESE PRESENTS that, the undersigned, as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Biocycle, Inc.

SECOND: The period of duration is perpetual.

THIRD: The purposes for which this corporation is formed are: The relocation and disposal of sewage sludge in accordance with the laws of the State of Alabama.

The foregoing clauses shall be construed as the objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

FOURTH: The address of the initial registered office of corporation is Derwin C Rush, 3929 County Road 46, Montevallo, Alabama 35114, and the name of its initial registered agent at such address is Derwin C. Rush.

FIFTH: The number of directors constituting the initial Board of Directors of the corporation is Two (2) and the name and address of the person who is to serve as director until the first annual meeting of the shareholder or until her successor is elected and shall qualify is:

09/11/1998-35681
12:03 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CRH 30.00

Inst # 1998-35681

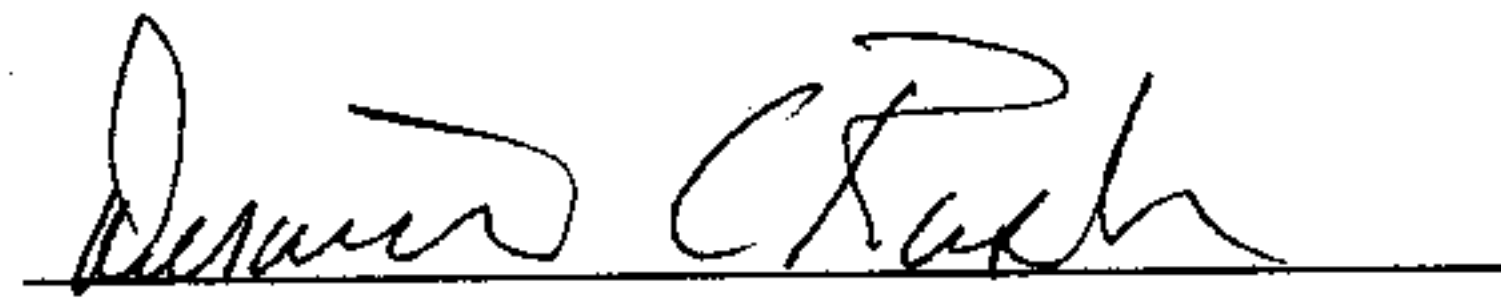
<u>NAME</u>	<u>ADDRESS</u>
Derwin C. Rush	3929 County Road 46, Montevallo, Alabama 35115
Pat Hall	3929 County Road 46, Montevallo, Alabama 35115


SIXTH: The aggregate number of shares which the corporation shall have authority to issue is Three Thousand (3,000) shares of the par value of One Dollar (\$1.00) per share.

SEVENTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Derwin C. Rush	3929 County Road 46, Montevallo, Alabama 35115
Pat Hall	3929 County Road 46, Montevallo, Alabama 35115

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed her signature to these Articles of Incorporation on this the 4 day of September, 1998.


Derwin C. Rush, Incorporator


Pat Hall, Incorporator

STATE OF ALABAMA

I, **Jim Bennett**, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Biocycle, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Chris Smitherman, P O Box 261, Montevallo, AL 35115 for a period of one hundred twenty days beginning August 21, 1998 and expiring December 20, 1998.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.



August 21, 1998
Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

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12:03 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CRH 90.00