

ARTICLES OF INCORPORATION
OF
CENTER POINT GARBAGE SERVICE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Alabama and do declare:

ARTICLE I

The name of the corporation shall be Center Point Garbage Service, Inc.

ARTICLE II

1. To engage in the residential and commercial garbage business. Including, but not limited to, pick up and disposal, landfill operations, truck repair and maintenance, parts supplying, repairs, sales and collections and generally doing all things commonly connected and associated with the garbage service business.

2. To do and engage in any business involving the garbage business and including any business which a natural person can do.

ARTICLE III

The location of the registered office of the corporation shall be Route 1, Box 94-B, Maylene, Alabama 35114 and the name of the initial agent is Deborah D. Headley, at Route 1, Box 94-B, Maylene, Alabama 35114.

ARTICLE IV

The amount of authorized capital stock with which this company shall begin business is 500,000.00 shares. The company will issue 6,000 shares at par value of one (\$1.00) dollar per share. All of said shares being issued are as shown by the subscription list hereto attached and marked Exhibit "A".

ARTICLE V

The name and address of the officer and agent designated by the incorporators to receive subscriptions to the capital stock of this corporation and agent designated to receive service is Deborah D. Headley.

ARTICLE VI

The name and address of the incorporators are as follows:

Norman E. Shumaker, Jr., President Rt. 1, Box 94-B, Maylene Al. 35114

Deborah D. Headley, Vice Pres., Sec. & Treas. - Rt. 1 Box 94-B, Maylene Al. 35114

*William G. Keith
P.O. Box - 20571 - 2031 E. Canyon Rd.
Birmingham, Al. 35216*

ARTICLE VII

The name and address of the officers of the corporation chosen for the first year are as follows:

Norman E. Shumaker, Jr., President, Rt. 1, Box 94-B, Maylene, Al. 35114

Deborah D. Headley, Vice-Pres., Sec. & Treas., Rt. 1, Box 94-B-Maylene, Al. 35114

ARTICLE VIII

The names and addresses of the directors of the corporation chosen for the first year are as follows:

Norman E. Shumaker, Jr., President, Rt. 1, Box 94-B, Maylene, Al. 35114

Deborah D. Headley, Vice-Pres., Sec. & Treas., Rt. 1, Box 94-B Maylene, Al. 35114

ARTICLE IX

The duration of this corporation shall be perpetual.

ARTICLE X

The corporation powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation, or By-Laws adopted in amendment thereto.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To make and alter the By-Laws of this corporation, but By-Laws so made by the Directors may be altered or repealed by the directors or stockholders.

(b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payments of dividends; to direct and determine the use and disposition of any surplus or net profits over the capital stock paid in.

(c) To make, from time to time, (so far as may be permitted by law) temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the corporation.

The corporation may, in its By-Laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred by statute.


President Norman E. Shumaker

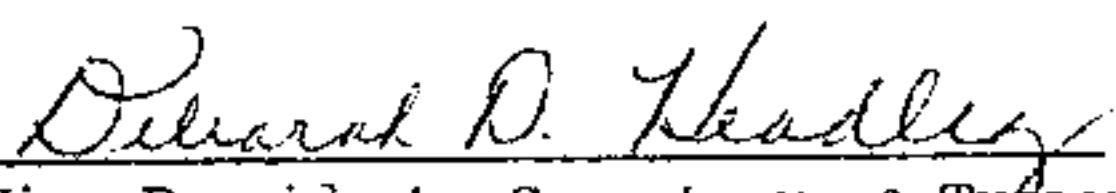

Vice-President, Secretary, & Treasurer
Deborah D. Headley

EXHIBIT "A"

All of the six thousand shares of stock subscribed for by the subscribers listed below are issued and hereby declared to be fully paid stock, payment therefore having been made by U. S. Currency for the number of shares set forth opposite the name of each subscriber herein below:

| | |
|--------------------|---------------------------|
| Norman E. Shumaker | 3,000 shares (\$3,000.00) |
| Deborah D. Headley | 3,000 shares (\$3,000.00) |

STATE OF ALABAMA)
JEFFERSON COUNTY)

Before me, the undersigned authority in and for said County and State, personally appeared Deborah D. Headley, agent of Center Point Garbage Service, Inc. designated by the incorporators to receive subscriptions to the capital stock of said corporation; that the foregoing is a true and correct list of the subscriptions for all of the said stockholders have been paid for as shown therein.

Deborah D. Headley

Subscribed and sworn to me this the 1st day of October, 1983

Carol Jay Padgett
Notary Public

MY COMMISSION EXPIRES JULY 31, 1984

This Instrument prepared by:

William G. Veitch P.C.
Attorney at Law
2031 E Canyon Road
P.O. Box 20571
Birmingham, Alabama 35216

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STATE OF ALABAMA

I, Don Siegelman, 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 10-2A-26, Code of Alabama 1975, the corporate name _____

Center Point Garbage Service, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Center Point Garbage Service, Inc. for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Jefferson. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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.

December 15, 1983 - expires 4-14-84

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

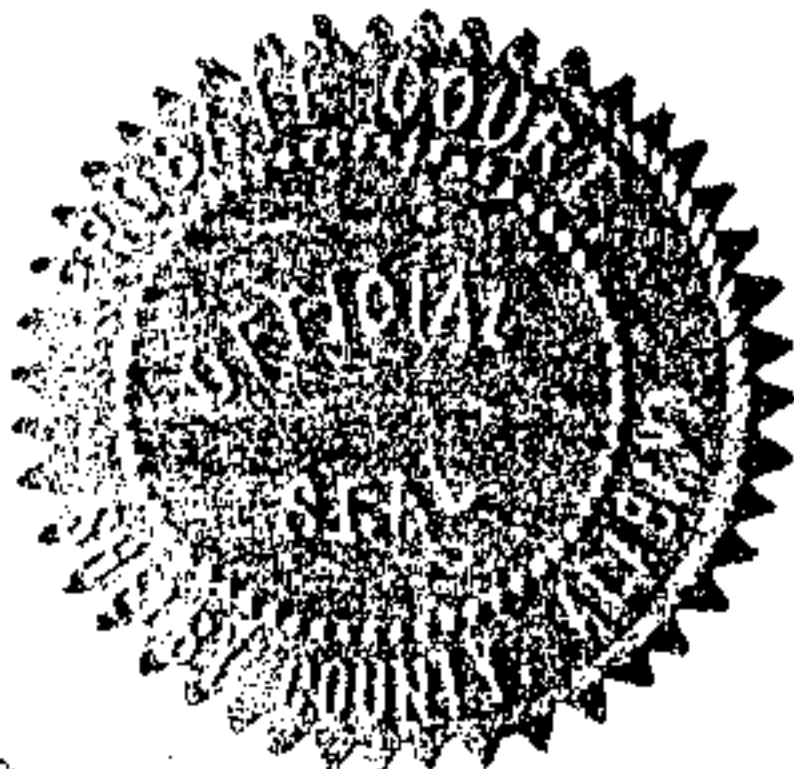
CENTER POINT GARBAGE SERVICE, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of CENTER POINT GARBAGE SERVICE, INC., duly signed

and verified pursuant to the provisions of Section 10-2A-26, Code of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of CENTER POINT GARBAGE SERVICE, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 6th day of January, 19 84.



STATE OF ALABAMA, SHELBY CO.
JUDGE OF PROBATE
THOMAS A. SNOWDEN, JR.

Thomas A. Snowden, Jr.
Judge of Probate

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Thomas A. Snowden, Jr.
JUDGE OF PROBATE