


ROSS MILLER  
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**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of	Document Number
	20080043110-19
Ross Miller Secretary of State State of Nevada	Filing Date and Time 01/22/2008 4:30 PM
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**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

U.S. WASTE GROUP

2. The articles have been amended as follows (provide article numbers, if available):

Article First. Name., has been amended as follows:

"FIRST. NAME. The name of this corporation is Genco Corporation."

Article Four. Capitalization., has been amended as follows:

"FOUR. CAPITALIZATION. The total number of shares of stock that the Corporation shall have authority to issue is 220,000,000; consisting of 200,000,000 shares of common stock, par value \$0.001 per share ("Common Stock"), and 20,000,000 shares of preferred stock par value \$0.001 per share ("Preferred Stock")."

[Continued on next page]

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the\* articles of incorporation have voted in favor of the amendment is: 92.7%

4. Effective date of filing (optional):

1 - 20 - 2008  
(must not be later than 90 days after the certificate is filed)

5. Officer Signature (Required):

X, 

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM 78.385 Amend 2007  
Revised Oct. 01/01/07

**Certificate of Amendment to Articles of Incorporation  
For Nevada Profit Corporations  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)  
U.S. Waste Group  
(CONTINUED)**

Shares of Preferred Stock of the Corporation may be issued from time to time in one or more series, each of which shall have such distinctive designation or title as shall be determined by the Board of Directors of the Corporation ("Board of Directors") prior to the issuance of any shares thereof. Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all the then outstanding shares of the capital stock of the corporation entitled to vote generally in the election of the directors (the "Voting Stock"), voting together as a single class, without a separate vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation."

Article Five. Board of Directors, has been amended as follows:

"FIVE. BOARD OF DIRECTORS. The governing Board of the Corporation shall be styled as a "Board of Directors," and any member of said Board shall be styled as a "director." The number of directors of the Corporation may be increased or decreased in the manner provided in the Bylaws of the Corporation; provided, that the number of directors shall never be less than one (1). In the interim between elections of directors by stockholders entitled to vote, all vacancies, including vacancies caused by an increase in the number of directors and including vacancies resulting from the removal of directors by the stockholders entitled to vote which are not filled by said stockholders, may be filled by the remaining directors, though less than a quorum."



FILING FEE: \$75.00  
BY: BRUCK & PERRY  
ONE NEWPORT PLACE 10TH FL.  
NEWPORT BEACH, CA. 92660

FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

07 1988

RECEIVED THE OFFICE OF THE SECRETARY OF STATE

*John A. ...*

2206-85

CERTIFICATE OF AMENDMENT  
AND  
RESTATED  
ARTICLES OF INCORPORATION  
OF  
U.S. WASTE GROUP  
A Nevada Corporation

ROY E. NELSON and JAY W. HECKMAN certify that:

1. They are the President and Assistant Secretary, respectively, of this corporation.

2. The Articles of Incorporation of this corporation shall be amended as follows:

2.1 Article I shall be amended to read in its entirety as follows:

"FIRST. NAME. The name of this corporation is U.S. WASTE GROUP."

2.2 Article II shall be amended to read in its entirety as follows:

"SECOND. PRINCIPAL OFFICE AND RESIDENT AGENT. This corporation's principal office in the State of Nevada is located at One East First Street, Reno, Nevada 89501. The name and address of this corporation's agent is The Corporation Trust Company of Nevada, One East First Street, Reno, Nevada 89501."

2.3 Article III shall be amended to read in its entirety as follows:

"THIRD. BUSINESS AND PURPOSE. The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on by this corporation are to engage in any lawful activity and to manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description."

2.4 Article IV shall be amended to read in its entirety as follows:

"FOURTH. CAPITALIZATION. The total number of shares that may be issued by this corporation is Twelve Million Five Hundred Thousand (12,500,000) with a par value of \$.001 per share, amounting in the aggregate to Twelve Thousand Five Hundred Dollars (\$12,500.00) and shall be designated "Common Stock." The holders of the Common Stock issued and outstanding, except as otherwise provided by law or by the Articles of Incorporation, shall have and possess the exclusive right to notice of stockholders' meetings, and the exclusive voting rights and powers."

2.5 Article V shall be amended to read in its entirety as follows:

"FIFTH. BOARD OF DIRECTORS. The governing board of this corporation shall be known as directors, and the number of directors shall be five (5). The number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of this corporation, provided that the number of directors shall not be reduced to less than three (3), except

that in cases where all the shares of this corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three (3) but not less than the number of stockholders."

2.6 Article VI shall be amended to read in its entirety as follows:

"SIXTH. NO ASSESSMENTS. The capital stock, after the amount of the subscription price, or par value, has been paid and shall not be subject to assessment to pay the debts of this corporation."

2.7 Article VII shall be amended to read in its entirety as follows:

"SEVENTH. PERPETUAL EXISTENCE. This corporation shall have a perpetual existence."

2.8 Article VIII shall be amended to read in its entirety as follows:

"EIGHTH. AUTHORITY OF BOARD OF DIRECTORS. In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized as follows:

(i) Subject to the bylaws, if any, adopted by the stockholders, to make, alter or amend the bylaws of this corporation.

(ii) To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.



(iii) By resolution passed by a majority of the whole board, to designate one (1) or more committees, each committee to consist of one (1) or more of the directors of the corporation, which, to the extent provided in the resolution or in the bylaws of this corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of this corporation, and may authorize the seal of this corporation to be affixed to all papers which may require it. Such committee or committees shall have each name or names as may be stated in the bylaws of this corporation or as may be determined from time to time by resolution adopted by the board of directors.

(iv) When and as authorized by the affirmative vote of stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders' meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interest of this corporation."

2.9 Article IX shall be amended to read in its entirety as follows:

"NINTH. STOCKHOLDERS' RIGHTS. The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the board of directors shall determine. Stockholders shall not have preemptive rights to acquire unissued shares of the stock of this corporation."

2.10 Article X shall be amended to read in its entirety as follows:

"TENTH. AMENDMENTS. This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation by a majority of the voting power entitled to vote thereon, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation."

2.11 Article XI shall be deleted in its entirety.

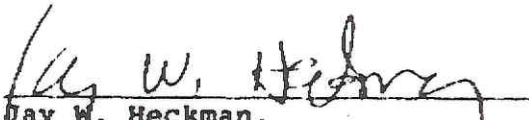
3. The foregoing amendments and this certificate have been unanimously approved by the board of directors of this corporation at a meeting held on August 30, 1988.

4. The foregoing amendments and this certificate have been approved by the stockholders of this corporation owning more than a majority of the issued and outstanding shares of capital stock of this corporation entitled to vote with respect to such matter, at a meeting of stockholders held on August 30, 1988.

5. Attached hereto are Restated Articles of Incorporation which sets forth a restatement of this corporation's Articles of Incorporation as amended by this Certificate of Amendment.

Each of the undersigned hereby declares and certifies that the matters set forth in the foregoing Certificate are true and correct to his knowledge and that this Certificate was executed on November 14, 1988 at Newport Beach, California.

  
\_\_\_\_\_  
Roy E. Nelson,  
President

  
\_\_\_\_\_  
Jay W. Heckman,  
Assistant Secretary

STATE OF CALIFORNIA )  
COUNTY OF ORANGE )

SS.



On November 14, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared Roy E. Nelson and Jay W. Heckman, ~~personally known to me or~~ proved to me on the basis of satisfactory evidence to be the President and Assistant Secretary, respectively, of U.S. Waste Group, Inc, the corporation therein named, and acknowledged to me that the corporation executed it.

  
\_\_\_\_\_  
Notary Public in and for Said State

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