

**IRREVOCABLE STOCK POWER**

**FOR VALUE RECEIVED**, the undersigned, Financial Trust Company, Inc, a

United States Virgin Islands corporation, Taxpayer Identification No. [REDACTED],

with an address at [REDACTED] (the

"Transferor"), does hereby sell, assign and transfer to **BLACK FAMILY PARTNERS,**

L.P., a Delaware limited partnership, Taxpayer Identification No. [REDACTED] with

an address at [REDACTED], New York, NY 10019, an aggregate of

Thirteen Million One Hundred Ninety Eight Thousand Seven Hundred Eleven

(13,198,711) shares of the Common Stock, \$0.001 par value, of Environmental

Solutions Worldwide, Inc., a Florida corporation (the "Corporation"), evidenced by

the following Stock Certificates:

<u>Certificate Number</u>	<u>Number of Shares of Common Stock</u>
3815	2,352,941
4145	2,002,959
4195	175,883
4225	6,333,333
4226	2,333,595

Handwritten note on a yellow sticky note: *total 13,198,711*

standing in the name of the Transferor on the books of the Corporation.

The Transferor does hereby irrevocably constitute and appoint Bay City

Transfer Agency & Registrar as attorney-in-fact to transfer the Shares on the books

of the Corporation, with full power of substitution in the premises.

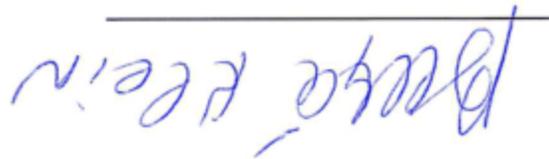


IN WITNESS WHEREOF, the Transferor has executed this Irrevocable Stock

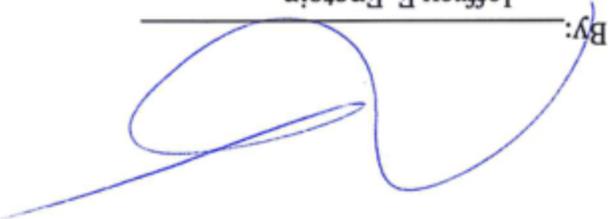
Power effective as of the 29<sup>th</sup> day of November, 2012.

In Presence of:

FINANCIAL TRUST COMPANY, INC.



By:

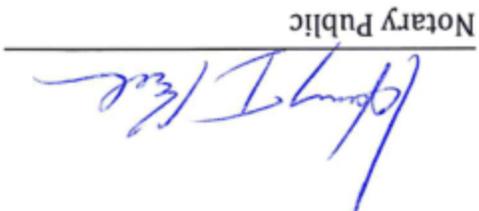


Jeffrey E. Epstein  
President

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) ss:

Before the undersigned notary personally came Jeffrey E. Epstein, known by the undersigned or properly identified to the undersigned to be the party who executed the foregoing instrument, and such person did acknowledge to the undersigned that such person did execute the foregoing instrument for and as the President of Financial Trust Company, Inc., the Assignor therein, and that by such person's signature on the foregoing instrument, Financial Trust Company, Inc. did execute the same.

Dated: November 29<sup>th</sup>, 2012

  
Notary Public

HARRY I. BELLER  
Notary Public, State of New York  
No. 018E4853924  
Qualified in Rockland County  
Commission Expires Feb. 17, 2014

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NOT VALID UNLESS COUNTERSIGNED BY TRANSFER AGENT  
INCORPORATED UNDER THE LAWS OF THE STATE OF  
FLORIDA



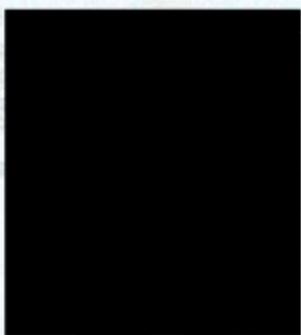
**ENVIRONMENTAL SOLUTIONS WORLDWIDE INC.**

AUTHORIZED COMMON STOCK: 250,000,000 SHARES  
PAR VALUE \$0.001

**SHARES**

\*\*\*\*2,333,595\*\*\*\*

CUSIP NO. 29408K 10 2



**THIS CERTIFIES THAT** Financial Trust Co Inc

**IS THE RECORD HOLDER OF**

\*\*\* Two Million Three Hundred Thirty-Three Thousand Five Hundred Ninety-Five \*\*\*

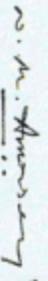
Shares of **Environmental Solutions Worldwide Inc.** Common Stock

transferable on the books of the corporation in person or by duly authorized attorney upon surrender of this certificate properly endorsed. This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

**Witness the facsimile signatures of its duly authorized officers.**

**Dated:** July 14, 2011

Bay City Transfer  
Agency & Registrar Inc.  
by   
COUNTERSIGNED & REGISTERED

  
CHAIRMAN

  
PRESIDENT AND CHIEF EXECUTIVE OFFICER

WARNING: THE RED "PROTECTED" LOGO BELOW CONTAINS HEAT SENSITIVE SECURITY INK WHICH SHOULD TEMPORARILY DISAPPEAR WHEN RUBBED.

**PROTECTED**

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common  
TEN ENT - as tenants by the entireties  
JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT - \_\_\_\_\_ Custodian \_\_\_\_\_  
(Cust) (Minor)  
under Uniform Gifts to Minors Act \_\_\_\_\_  
(State)

Additional abbreviations may also be used though not in the above list.

For Value Received, \_\_\_\_\_ hereby sell, assign and transfer

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

[Empty box for Social Security or other identifying number]

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Shares

of the capital stock represented by the within certificate, and do hereby irrevocably constitute and appoint

Attorney

to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

Financial Trust Company, Inc.

X

(RECORD HOLDER SIGNATURE)

**NOTICE:**

SIGNATURE MUST CORRESPOND TO THE NAME AS WRITTEN UPON THE FACE OF THIS CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

**NOTICE OF SIGNATURE GUARANTEE:**

SIGNATURE(S) MUST BE GUARANTEED BY A FIRM WHICH IS A MEMBER OF A REGISTERED NATIONAL STOCK EXCHANGE OR BY A BANK (OTHER THAN A SAVINGS BANK) OR A TRUST COMPANY. THE GUARANTEEING FIRM MUST BE A MEMBER OF THE "MEDALLION GUARANTEE PROGRAM".

TRANSFER FEE WILL APPLY

\*\*\*FOR MEDALLION GUARANTEE USE ONLY\*\*\*

[Dotted box for Medallion Guarantee use only]

NUMBER



SHARES

\*\*\*6,333,333\*\*\*

NOT VALID UNLESS COUNTERSIGNED BY TRANSFER AGENT  
INCORPORATED UNDER THE LAWS OF THE STATE OF  
FLORIDA



ENVIRONMENTAL SOLUTIONS WORLDWIDE INC.

AUTHORIZED COMMON STOCK: 250,000,000 SHARES  
PAR VALUE \$0.001

CUSIP NO. 29408K 10 2

*The Shares of common stock represented by this certificate have been acquired for investment purposes only and have not been registered under the United States Securities Act of 1933 (as Amended, the "Securities Act") or under any applicable State Securities Laws. These Shares may not be sold, transferred, assigned, pledged or hypothecated absent an effective registration under the Securities Act or any applicable State Securities Laws or unless the proposed transfer may be effected without registration or qualification under the Securities Act and applicable State Securities Laws.*

THIS CERTIFIES THAT Financial Trust Co Inc

IS THE RECORD HOLDER OF

\*\*\* Six Million Three Hundred Thirty-Three Thousand Three Hundred Thirty-Three \*\*\*

Shares of Environmental Solutions Worldwide Inc. Common Stock

transferable on the books of the corporation in person or by duly authorized attorney upon surrender of this certificate properly endorsed. This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Witness the facsimile signatures of its duly authorized officers.

Dated: July 14, 2011

Bay City Transfer  
Agency & Registrar Inc.  
by *[Signature]*  
COUNTERSIGNED & REGISTERED

*[Signature]*  
CHAIRMAN

*[Signature]*  
PRESIDENT AND CHIEF EXECUTIVE OFFICER

PROTECTED

WARNING: THE RED "PROTECTED" LOGO BELOW CONTAINS HEAT SENSITIVE SECURITY INK WHICH SHOULD TEMPORARILY DISAPPEAR WHEN RUBBED.

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TEN COM - as tenants in common  
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JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT - \_\_\_\_\_ Custodian \_\_\_\_\_  
(Cust) (Minor)  
under Uniform Gifts to Minors Act \_\_\_\_\_  
(State)

Additional abbreviations may also be used though not in the above list.

For Value Received, \_\_\_\_\_ hereby sell, assign and transfer

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

[Empty box for Social Security or other identifying number]

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Shares

of the capital stock represented by the within certificate, and do hereby irrevocably constitute and appoint

Attorney

to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

*Financial Trust Company, Inc.*

X

(RECORD HOLDER SIGNATURE)

**NOTICE:**

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**NOTICE OF SIGNATURE GUARANTEE:**

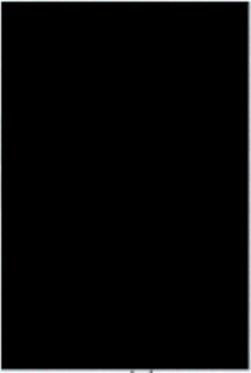
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TRANSFER FEE WILL APPLY

\*\*\*FOR MEDALLION GUARANTEE USE ONLY\*\*\*

[Dotted box for Medallion Guarantee use only]

NUMBER



NOT VALID UNLESS COUNTERSIGNED BY TRANSFER AGENT  
INCORPORATED UNDER THE LAWS OF THE STATE OF  
FLORIDA



ENVIRONMENTAL SOLUTIONS WORLDWIDE INC.

AUTHORIZED COMMON STOCK: 250,000,000 SHARES  
PAR VALUE \$0.001

SHARES

\*\*\*175,883\*\*\*

CUSIP NO. 29408K 10 2

"The shares represented by this certificate have been acquired for investment and have not been registered under the securities act of 1933, as amended (The "Act") or any applicable state securities laws. These shares may not be offered, sold, transferred, pledged, hypothecated or otherwise disposed except with an effective registration statement for the shares or an applicable exemption under the securities act."

Financial Trust Company Inc  
C/O Barrett & Goldstein

THIS CERTIFIES THAT

\*\*\* One Hundred Seventy-Five Thousand Eight Hundred Eighty-Three \*\*\*

Shares of Environmental Solutions Worldwide Inc. Common Stock

transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Witness the facsimile signatures of its duly authorized officers.

Dated: November 30, 2010

Bay City Transfer  
Agency & Registrar Inc.  
by *[Signature]*  
COUNTERSIGNED & REGISTERED

*[Signature]*  
CHAIRMAN

*[Signature]*  
PRESIDENT AND CHIEF EXECUTIVE OFFICER

PROTECTED

WARNING: THE RED "PROTECTED" LOGO BELOW CONTAINS HEAT SENSITIVE SECURITY INK WHICH SHOULD TEMPORARILY DISAPPEAR WHEN RUBBED

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- JT TEN - as joint tenants with right of survivorship and not as tenants in common
- UNIF GIFT MIN ACT - Custodian (Minor) (Cust) under Uniform Gifts to Minors Act (State)

Additional abbreviations may also be used though not in the above list.

For Value Received, \_\_\_\_\_ hereby sell, assign and transfer

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Shares

of the capital stock represented by the within certificate, and do hereby irrevocably constitute and appoint

Attorney

to transfer the said stock on the books of the within named Corporation with full power of substitution in the

premises.

Dated

\_\_\_\_\_ Financial Trust Company, Inc. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

(RECORD HOLDER SIGNATURE)

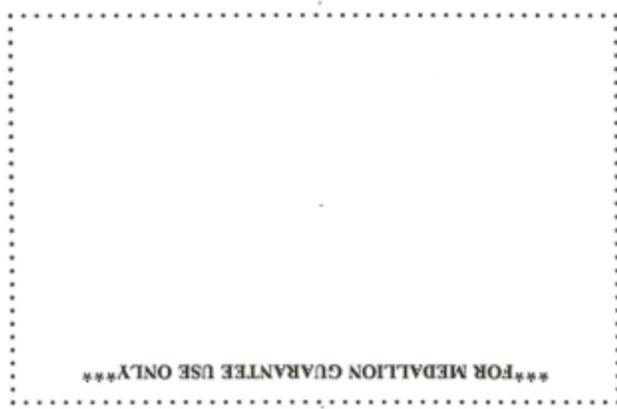
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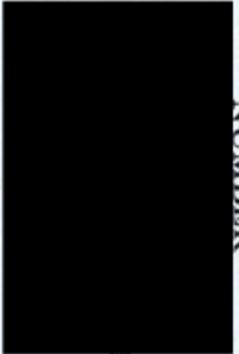
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TRANSFER FEE WILL APPLY

\*\*\*FOR MEDALLION GUARANTEE USE ONLY\*\*\*



NUMBER



NOT VALID UNLESS COUNTERSIGNED BY TRANSFER AGENT  
INCORPORATED UNDER THE LAWS OF THE STATE OF  
FLORIDA



ENVIRONMENTAL SOLUTIONS WORLDWIDE INC.

AUTHORIZED COMMON STOCK: 125,000,000 SHARES  
PAR VALUE \$0.001

SHARES

\*\*\*2,002,959\*\*\*

CUSIP NO. 29408K 10 2

*The shares of stock represented by this certificate have not been  
Registered under the Securities Act of 1933, as amended, and may not be sold  
Or otherwise transferred unless a compliance with the registration  
Provisions of such Act has been made or unless availability of an exemption  
From such registration provisions has been established, or unless sold  
Pursuant to Rule 144 under the Securities Act of 1933.*

THIS CERTIFIES THAT C/O Barrett & Goldstein  
Financial Trust Company Inc

IS THE RECORD HOLDER OF

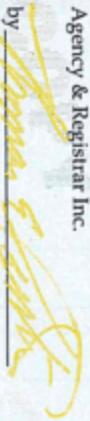
\*\*\* Two Million Two Thousand Nine Hundred Fifty-Nine \*\*\*

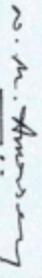
Shares of Environmental Solutions Worldwide Inc. Common Stock

transferable on the books of the corporation in person or by duly authorized attorney upon surrender of this certificate  
properly endorsed. This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Witness the facsimile signatures of its duly authorized officers.

Dated: March 29, 2010

Bay City Transfer  
Agency & Registrar Inc.  
by   
COUNTERSIGNED & REGISTERED

  
CHAIRMAN

  
PRESIDENT AND CHIEF EXECUTIVE OFFICER

WARNING: THE RED-PROTECTED-LOGO BELOW CONTAINS HEAT SENSITIVE SECURITY INK WHICH SHOULD TEMPORARILY DISAPPEAR WHEN RUBBED.

PROTECTED

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(Cust) (Minor)  
under Uniform Gifts to Minors Act \_\_\_\_\_  
(State)

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PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

[Empty box for Social Security or other identifying number]

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ Shares

of the capital stock represented by the within certificate, and do hereby irrevocably constitute and appoint

\_\_\_\_\_ Attorney

to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

*Financial Trust Company, Inc.*

X

(RECORD HOLDER SIGNATURE)

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TRANSFER FEE WILL APPLY

\*\*\*FOR MEDALLION GUARANTEE USE ONLY\*\*\*

[Dotted box for Medallion Guarantee use only]

NOT VALID UNLESS COUNTERSIGNED BY TRANSFER AGENT  
INCORPORATED UNDER THE LAWS OF THE STATE OF

*Florida*

NUMBER



SHARES

\*2,352,941\*

# Environmental Solutions Worldwide, Inc.

AUTHORIZED COMMON STOCK: 100,000,000 SHARES  
PAR VALUE \$ .001

CUSIP NO. 29408K 10 2

*The shares represented by this certificate have not been registered under the Securities Act of 1933, as amended. The shares have been acquired for investment and may not be offered, sold or otherwise transferred in the absence of an effective registration statement with respect to the shares or an exemption from the registration requirements of said act that is then applicable to the shares, as to which a prior opinion of counsel may be required by the issuer or the transfer agent.*

THIS CERTIFIES THAT

\*FINANCIAL TRUST COMPANY, INC.\*

IS THE RECORD HOLDER OF \*TWO MILLION THREE HUNDRED FIFTY TWO THOUSAND NINE HUNDRED FORTY ONE\*

Shares of **ENVIRONMENTAL SOLUTIONS WORLDWIDE, INC.** Common Stock

transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated: April 22, 2005

HERITAGE TRUST COMPANY  
Transfer Agent and Registrar  
by *[Signature]*  
COUNTERSIGNED & REGISTERED

*[Signature]*  
SECRETARY

*[Signature]*  
PRESIDENT



INTERWEST TRANSFER CO. INC. P.O. BOX 17199 / SALT LAKE CITY, UTAH 84117

COUNTERSIGNED & REGISTERED

COUNTERSIGNED Transfer Agent-Authorized Signature

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TEN COM - as tenants in common  
TEN ENT - as tenants by the entireties  
JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT - .....Custodian .....  
(Cust) (Minor)  
under Uniform Gifts to Minors  
Act.....  
(State)

Additional abbreviations may also be used though not in the above list.

For Value Received, \_\_\_\_\_ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER  
IDENTIFYING NUMBER OF ASSIGNEE

\_\_\_\_\_  
(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

\_\_\_\_\_  
Shares

of the capital stock represented by the within certificate, and do hereby irrevocably constitute and appoint

\_\_\_\_\_  
Attorney  
to transfer the said stock on the books of the within named Corporation with full power  
of substitution in the premises.

Dated \_\_\_\_\_  
*Financial Trust Company, Inc.*  
\_\_\_\_\_  
NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE  
CERTIFICATE IN EVERY PARTICULAR WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER

• NOTICE SIGNATURE GUARANTEED:  
SIGNATURE(S) MUST BE GUARANTEED BY A FIRM WHICH IS A MEMBER OF A REGISTERED NATIONAL STOCK  
EXCHANGE, OR BY A BANK (OTHER THAN A SAVINGS BANK). OR A TRUST COMPANY. THE GUARANTEEING  
FIRM MUST BE A MEMBER OF THE MEDALLION GUARANTEE PROGRAM.

TRANSFER FEE WILL APPLY

◆◆◆ FOR MEDALLION GUARANTEE USE ONLY ◆◆◆