

843266

WMX

**WMX Technologies, Inc.**

3003 Butterfield Road  
Oak Brook, IL 60521

Phone 630 572 8800

Via Federal Express

May 13, 1997

600002177906--5  
-05/14/97--01033--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Secretary of State  
The Capitol, Room 2001  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: **WMX Technologies, Inc.**

Ladies/Gentlemen:

Enclosed please find in duplicate Articles of Amendment for WMX Technologies, Inc. to change its name to Waste Management, Inc. I have also enclosed a check in the amount of \$35 and a certified copy of the name change amendment filed in the State of Delaware.

Please forward to me a copy of the filed document. If you have any questions or need additional information, please contact me at (630) 572-2429.

Very truly yours,

*Carrie L. Cozzi*

Carrie L. Cozzi  
Paralegal

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF REGISTRATION  
97 JUN 30 PM 12:54

nc  
JUN 30 1997

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**WMX Technologies, Inc.**

3003 Butterfield Road  
Oak Brook, IL 60521

Phone 630.572.8800

June 24, 1997

Ms. Thelma Lewis  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

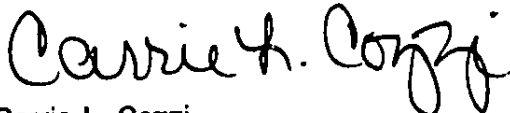
Subject: WMX Technologies, Inc. Name Change  
Reference No. 843266

Dear Ms. Lewis:

In accordance with our conversation of June 24, 1997, please be advised that Waste Management Inc. of Florida is a subsidiary of Waste Management of North America, Inc., which is a wholly-owned subsidiary of Waste Management, Inc. Also be advised that as Assistant Secretary, I authorize the use of the similar name "Waste Management" for the name change.

Please file the attached name change and forward a copy to my attention at the Oak Brook address.

Very truly yours,



Carrie L. Cozzi  
Assistant Secretary

CLC:llc  
Attachment



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 20, 1997

Carrie L. Cozzi  
WMX Technologies, Inc.  
3003 Butterfield Rd.  
Oak Brook, IL 60521

SUBJECT: WMX TECHNOLOGIES, INC.  
Ref. Number: 843266

We have received your document for WMX TECHNOLOGIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 297A00027028

*6/24/97  
Spoke w/ Thelma Lewis  
- send letter stating  
WMX file is sent  
to WMX*

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

SECRET  
DIVISION 11  
JUN 30 1979  
P 11:12:54

**SECTION I (1-3 must be completed)**

1. WMX TECHNOLOGIES, INC.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: May 14, 1979

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

May 9, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

WASTE MANAGEMENT, INC.

6. If the amendment changes the period of duration, indicate new period of duration

no change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

no change

Thomas A. Witt  
Signature

Name and Title

Thomas A. Witt, Assistant Secretary

May 9, 1997

Date

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WMX TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "WMX TECHNOLOGIES, INC." TO "WASTE MANAGEMENT, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF MAY, A.D. 1997, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



  
Edward J. Freel, Secretary of State

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971153249

AUTHENTICATION:

8459840

DATE:

05-09-97

CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
WMX TECHNOLOGIES, INC.  

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IT IS HEREBY CERTIFIED THAT:

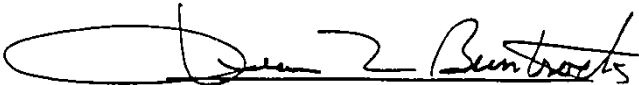
1. The name of the corporation prior to giving effect to the amendment herein certified is WMX TECHNOLOGIES, INC. (the "Company").

2. Article First of the Restated Certificate of Incorporation of the Company is hereby amended to read in its entirety as follows:


"FIRST: The name of the corporation is WASTE MANAGEMENT, INC."

3. The amendment of the Restated Certificate of Incorporation of the Company herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed and attested on May 9, 1997.

  
Dean L. Buntrock  
Chairman of the Board

Attest:

  
\_\_\_\_\_  
Herbert A. Getz  
Senior Vice President and Secretary

[SEAL]