

From:

01/28/2005 01:53 #118 P.001/005

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

MONTENAY DELAWARE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

2005 JAN 28 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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From:

01/28/2005 01:54 #118 P.002/005

01/25/05 14:52 FAX 3057180723

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

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Montenay Delaware, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 65-0550431
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 1, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One Pennsylvania Plaza, Suite 4400 New York, NY 10119
(Principal office address)

6990 NW 97 Avenue, Unit 5, Miami, Florida 33148
(Current mailing address)

8. Waste Management Services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

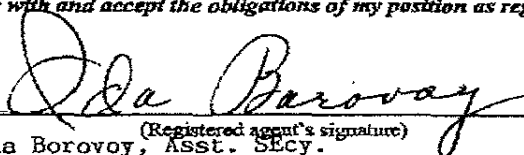
Name: National Corporate Research, Ltd., Inc.

Office Address: 103 North Meridien Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)
Ida Borovoy, Asst. Secy.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Stephen Passage

Address: c/o Montenay Power Corporation One Pennsylvania Plaza, Suite 4400, NY, NY 10119

Director: Thomas Murphy

Address: c/o Montenay Power Corporation One Pennsylvania Plaza, Suite 4400, NY, NY 10119

B. OFFICERS

President: Stephen S. Passage

Address: c/o Montenay Power Corporation One Pennsylvania Plaza, Suite 4400, NY, NY 10119

Vice President: _____

Address: _____

Secretary: Fredric M. Skopp

Address: c/o Onyx North America Corp., 6990 NW 97 Ave., #5, Miami, FL 33178

Treasurer: Thomas Murphy

Address: c/o Montenay Power Corporation, One Pennsylvania Plaza, Suite 4400, NY, NY 10119

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. FREDRIC M. SKOPP

(Typed or printed name and capacity of person signing application)

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ADDENDUM I

Assistant Treasurers

Raphael B. Bruckert
c/o Onyx North America Corp., 700 E Butterfield Road, Suite 201,
Lombard, IL 60148

Henry P. Karlus
c/o Onyx North America Corp., 125 South 84th Street, Suite 200
Milwaukee, WI 53214

Assistant Secretary

Cristina Conde
c/o Onyx North America Corp. 6990 NW 97 Avenue, Unit #5
Miami, Florida 33178

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Delaware

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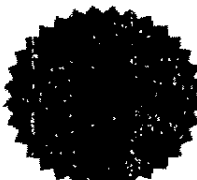
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MONTENAY DELAWARE INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MONTENAY DELAWARE INC." WAS INCORPORATED ON THE FIRST DAY OF JULY, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3639377

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DATE: 01-25-05

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