

Document Number Only  
**F98000001597**

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092

City State Zip Phone

**CORPORATION(S) NAME**

*Thermo Fibergen Inc.*

700002463717--8  
03/20/98-01095-017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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| <input checked="" type="checkbox"/> Profit     | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other ucc Filing   |
| <input checked="" type="checkbox"/> Foreign    | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R/S      |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Call When Ready        | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Walk In               | <input type="checkbox"/> Mail Out               |   |

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*3/20*

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**MAR 20 1998**

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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. Thermo Fibergen Inc.  
 (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated)      3. 04-3311544 (FEI number, if applicable)

4. February 12, 1996 (Date of incorporation)      5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 8 Alfred Circle, Bedford, Massachusetts 01730  
 (Current mailing address)

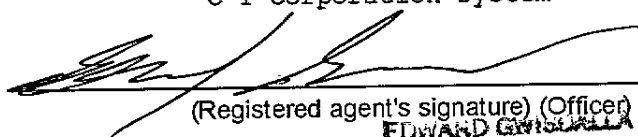
8. see attached purpose clause  
 (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System  
 Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
 (Zip Code)

10. Registered agent 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 obligation of my position as registered agent.*

C T Corporation System

  
 (Registered agent's signature) (Officer)  
**EDWARD GIVISALLA**  
**Assistant Vice President**

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: see attached list of officers

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

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

13. Sandra Lambert Secretary  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sandra L. Lambert, Secretary  
(Typed or printed name and capacity of person signing application)

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Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of  
Thermo Fibergen Inc.**

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develop and commercialize equipment and systems to recover materials from papermaking sludge generated by plants that produce virgin or recycled pulp and paper.

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"ALL INFORMATION" CORPORATE DATASHEET

Thermo Fibergen Inc. (413)  
8 Alfred Circle, Bedford, MA 01730

Incorporated State: Delaware  
Incorporated Date: 02/12/1996  
Corporation Type: Subsidiary  
Duration Type: Perpetual  
Federal ID #: 04-3311544  
Registered Agent: The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, DE 19801  
United States

| <u>Qualified State</u> | <u>Qual. Date</u> | <u>Tax ID</u> | <u>Registered Agent</u> |
|------------------------|-------------------|---------------|-------------------------|
| Massachusetts          | 04/30/1996        |               |                         |
| Maine                  | 05/03/1996        |               |                         |
| Washington             | 10/15/1997        |               |                         |

| <u>Directors</u>     | <u>Title</u>          | <u>Start Dt</u> | <u>Last EL.</u> | <u>End Date</u> |
|----------------------|-----------------------|-----------------|-----------------|-----------------|
| Anne T. Barrett      | Director              |                 |                 |                 |
| Francis L. McKone    | Director              | 04/24/97        |                 |                 |
| Yiannis Monovoukas   | Director              | 02/12/96        |                 |                 |
| Jonathan W. Painter  | Director              | 02/12/96        |                 |                 |
| William A. Rainville | Chairman of the Board | 02/12/96        |                 |                 |
|                      | Director              | 02/12/96        |                 |                 |

| <u>Officers</u>      | <u>Title</u>             | <u>Start Dt</u> | <u>Last EL.</u> | <u>End Date</u> |
|----------------------|--------------------------|-----------------|-----------------|-----------------|
| Robert V. Aghababian | Assistant Secretary      |                 |                 |                 |
| John N. Hatsopoulos  | Chief Financial Officer  |                 |                 |                 |
|                      | Vice President           |                 |                 |                 |
| Seth H. Hoogasian    | Assistant Secretary      |                 |                 |                 |
| Paul F. Kelleher     | Assistant Secretary      |                 |                 |                 |
|                      | Chief Accounting Officer |                 |                 |                 |
| Sandra L. Lambert    | Secretary                |                 |                 |                 |
| Yiannis Monovoukas   | Chief Executive Officer  |                 |                 |                 |
|                      | President                | 02/12/96        |                 |                 |
| Lorraine Parkinson   | Assistant Secretary      | 07/01/97        |                 |                 |
| Melissa F. Riordan   | Treasurer                | 07/01/97        |                 |                 |

Address(es) for Robert V. Aghababian:

Business Address  
81 Wyman Street  
~~P.O. Box 9046~~  
Waltham, MA 02254-9046  
USA  
tel: (617) 622-1132

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"ALL INFORMATION" CORPORATE DATASHEET

Address(es) for John N. Hatsopoulos:

Business Address

81 Wyman Street

~~P.O. Box 9046~~

Waltham, MA 02254-9046

USA

tel: (617) 622-1120

Address(es) for Seth H. Hoogasian:

Business Address

81 Wyman Street

~~P.O. Box 9046~~

Waltham, MA 02254-9046

USA

tel: (617) 622-1198

Address(es) for Paul F. Kelleher:

Business Address

81 Wyman Street

~~P.O. Box 9046~~

Waltham, MA 02254-9046

USA

tel: (617) 622-1209

Address(es) for Sandra L. Lambert:

Business Address

81 Wyman Street

~~P.O. Box 9046~~

Waltham, MA 02254-9046

USA

tel: (617) 622-1174

Address(es) for Yiannis Monovoukas:

Business Address

Thermo Fibergen Inc.

President and Chief Executive Officer

8 Alfred Circle

Bedford, MA 01730

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"ALL INFORMATION" CORPORATE DATASHEET

Address(es) for Jonathan W. Painter:

Business Address  
81 Wyman Street  
~~P.O. Box 9046~~  
Waltham, MA 02254-9046  
USA  
tel: (617) 622-1150

Address(es) for Loraine Parkinson:

Business Address  
Thermo Electron Corporation  
Assistant Secretary  
81 Wyman Street  
Waltham, MA 02254  
USA  
tel: 617-622-1000

Address(es) for William A. Rainville:

Business Address  
Thermo Fibertek Inc.  
President  
81 Wyman Street  
Waltham, MA 02254

Address(es) for Melissa F. Riordan:

Business Address  
Thermo Electron Corporation  
Treasurer  
81 Wyman Street  
Waltham, MA 02254

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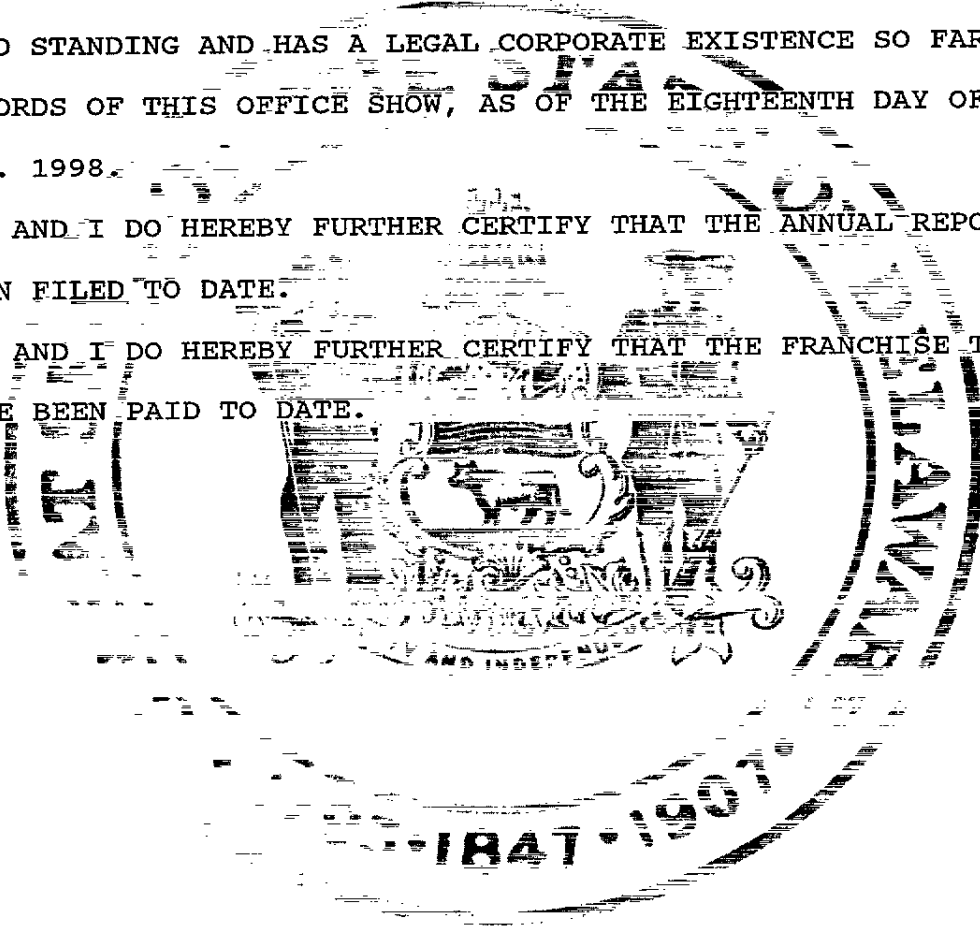


Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THERMO FIBERGEN 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 EIGHTEENTH DAY OF MARCH, A.D. 1998.

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.



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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

8978510

DATE:

03-18-98

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981104072