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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

100002662561--5
-10/13/98-01044-014
*****70.00 *****70.00

SUBJECT: Waste Technology Corporation of Delaware
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

William E. Nielsen
(Name of Person)
Waste Technology Corporation
(Firm/Company)
5400 Rio Grande Avenue
(Address)
Jacksonville, FL 32254
(City/State/Zip)

98 OCT 13 AM 9:46
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SECRETARY OF STATE
TALLAHASSEE FLORIDA
10/14

Should you need to call someone concerning this matter, please call:

William E. Nielsen at (904) 358-3812
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RESOLUTION OF THE BOARD OF DIRECTORS
OF WASTE TECHNOLOGY CORPORATION

A meeting of the Board of Directors of Waste Technology Corporation was held on September 28, 1998 to approve the use of the fictitious name of "Waste Technology Corporation of Delaware" in order to transact business within the State of Florida.

Four of the Directors of the Corporation, being a quorum, Ted C. Flood, Charles S. Wildes, William E. Nielsen and Morton S. Robson, participated in the meeting. At the request of Mr. Robson, counsel to the Company, all of the directors waived formal notice of the meeting. Mr. Nielsen acted as Secretary of the meeting.

A motion was made to use the fictitious name "Waste Technology Corporation of Delaware" to transact business within the State of Florida. The motion was seconded and unanimously adopted.

There being no further business, the meeting was, upon motion duly made, seconded and unanimously adopted, adjourned.

William E. Nielsen
William E. Nielsen, Director
Secretary for Meeting

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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. Waste Technology Corp
(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. 13-2842053 (FEI number, if applicable)

4. September 10, 1975 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. N/A (No business to be transacted until Authority Approved)
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. Waste Technology Corporation of Delaware
5400 Rio Grande Avenue
Jacksonville, FL 32254
(Current mailing address)

8. Holding Company
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Ted C. Flood

Office Address: 5400 Rio Grande Avenue

Jacksonville, Florida, 32254
(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.

Ted C. Flood
(Registered agent's signature)

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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Ted C. Flood

Address: 5400 Rio Grande Avenue, Jacksonville, FL 32254

~~Director~~
Vice Chairman: Sidney Wildes

Address: 5400 Rio Grande Avenue
Jacksonville, FL 32254

Director: Morton S. Robson

Address: 5400 Rio Grande Avenue
Jacksonville, FL 32254

Director: William E. Nielsen

Address: 5400 Rio Grande Avenue
Jacksonville, FL 32254

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Ted C. Flood

Address: 5400 Rio Grande Avenue
Jacksonville, FL 32254

Vice President:

Address:

Secretary: Morton S. Robson

Address: 5400 Rio Grande Avenue
Jacksonville, FL 32254

Treasurer/CFO: William E. Nielsen

Address: 5400 Rio Grande Avenue, Jacksonville, FL 32254

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

13. Ted C. Flood
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ted C. Flood, President & CEO
(Typed or printed name and capacity of person signing application)

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State of Delaware
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 "WASTE TECHNOLOGY CORP." 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 SECOND DAY OF OCTOBER, A.D. 1998.

FILED

98 OCT 13 AM 9:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9336072

DATE:

10-02-98

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