

F98000005732

(Requestor's Name)

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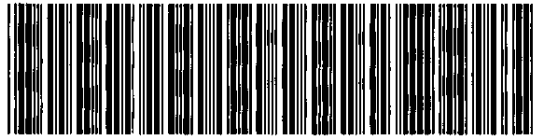
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA  
09 JUL - 7 AM 11:12

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Waste Technology Corporation of Delaware  
Name of Corporation

**DOCUMENT NUMBER:** F98000005732

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

William Nielsen  
Name of Contact Person

International Baler Corp./Waste Technology Corp  
Firm/Company

5400 Rio Grande Avenue  
Address

Jacksonville, FL 32254  
City/State and Zip Code

wtcwn@aol.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

William Nielsen at ( 904 ) 358-3812 ext. 231  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F98000005732

(Document number of corporation (if known))

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
09 JUL -7 AM 11:12

1. Waste Technology Corporation of Delaware  
(Name of corporation as it appears on the records of the Department of State)

2. Delaware  
(Incorporated under laws of)

3. October 13, 1998  
(Date authorized to do business in Florida)

**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? March 16, 2009

5. International Baler Corporation  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

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

\_\_\_\_\_  
(New duration)

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

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

William E. Nielsen

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

William E. Nielsen

(Typed or printed name of person signing)

Director/Chief Financial Off.

(Title of person signing)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"INTERNATIONAL BALER CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "WASTE TECHNOLOGY CORP." UNDER THE NAME OF "INTERNATIONAL BALER CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF FEBRUARY, A.D. 2009, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SIXTEENTH DAY OF MARCH, A.D. 2009, AT 12:01 O'CLOCK A.M.


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

0816130 8100M

090099542



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7129300

DATE: 02-10-09

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING**

**INTERNATIONAL BALER CORPORATION  
(A DELAWARE CORPORATION)**

**WITH AND INTO**

**WASTE TECHNOLOGY CORP.  
(A DELAWARE CORPORATION)**

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:00 PM 02/03/2009  
FILED 12:00 PM 02/03/2009  
SRV 090099542 - 0816130 FILE*

Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware

The undersigned, on behalf of Waste Technology Corp, a Delaware corporation (the "Company"), in connection with the merger of International Baler Corporation, a Delaware corporation (the "Subsidiary"), with and into the Company, the Company remaining as the surviving corporation under the name of International Baler Corporation:

**DOES HEREBY CERTIFY**

**FIRST:** The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"), the provisions of which permit a subsidiary corporation organized and existing under the laws of the said State to merge with and into a parent corporation organized and existing under the laws of said State.

**SECOND:** The Subsidiary is incorporated pursuant to the DGCL.

**THIRD:** The Company owns all of the issued and outstanding shares of the capital stock of the Subsidiary.

**FOURTH:** The Company, by the following resolutions adopted by its Board of Directors, duly adopted by unanimous written consent of the members thereof on January 29, 2009, determined to merge the Subsidiary with and into the Company, effective as set forth below:

"WHEREAS, Waste Technology Corp. (the "Company"), a Delaware corporation owns 100% of all of the outstanding and issued shares of the capital stock of International Baler Corporation (the "Subsidiary"), a Delaware corporation;

WHEREAS, the Board of Directors of the Company deems it advisable and to the advantage, welfare and best interests of the Company to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL (the "Merger") as provided in the presented form of Certificate of Ownership and Merger ("Certificate of Merger");

**WHEREAS**, pursuant to the Merger, the separate existence of the Subsidiary shall cease to exist, the issued and outstanding shares of capital stock of the Subsidiary shall be cancelled, and the Company shall assume all of the obligations and liabilities of the Subsidiary and shall be subject to all debts and liabilities of the Subsidiary in the same manner as if the Company had itself incurred them, and each share of the capital stock of the Company shall remain outstanding and unaffected; and

**WHEREAS**, upon the effective date of the Merger, the Company shall relinquish its corporate name and assume the name of the Subsidiary which is "International Baler Corporation"

**NOW, THEREFORE, BE AND IT HEREBY IS**

**RESOLVED**, that the Merger of the Subsidiary with and into the Company and the form, terms and provisions of the Certificate of Merger are hereby adopted and approved; and it is further

**RESOLVED**, that by virtue of the Merger and without any action on the part of the holder thereof, each then issued and outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger; and it is further;

**RESOLVED**, that upon the Merger becoming effective and without any action on the part of any holder thereof each issued and outstanding share of the capital stock of the Subsidiary shall be cancelled without consideration therefore; and it is further

**RESOLVED**, that the certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article First thereof shall be amended to read in its entirety as follows:

**FIRST:** The name of the corporation is International Baler Corporation.

and, it is further

**RESOLVED**, that the proper officers of the Company be and they are hereby authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, the Certificate of Merger for the purpose of effecting the Merger and to file same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger, including changing the name of the Company to International Baler Corporation; and it is further

**RESOLVED**, that the proper officers of the Company are hereby authorized and directed to cause any notice required by federal or state securities laws to be prepared and filed on behalf of the Company with the appropriate securities regulatory agency; and it is further

**RESOLVED**, the Merger shall be effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

**FIFTH:** The Company shall be the surviving corporation of the Merger.

**SIXTH:** The certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article First thereof shall be amended to read in its entirety as follows:


**FIRST:** The name of the corporation is International Baler Corporation.

**SEVENTH:** The Merger has been approved was duly approved and authorized by all action required by the DGCL.

**EIGHTH:** The Merger shall be effective at 12:01 a.m., eastern time, on March 16, 2009.

**IN WITNESS WHEREOF**, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 29th day of January, 2009.

Waste Technology Corp.

By:   
Roger Griffin,  
Chief Executive Officer