



THE UNITED STATES
CORPORATION
COMPANY

F00000001605

ACCOUNT NO. : 072100000032

REFERENCE : 629068 7136655

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 23 PM 2:12

ORDER DATE : March 17, 2000

ORDER TIME : 10:02 AM

ORDER NO. : 629068-005

CUSTOMER NO: 7136655

000003181600-2

CUSTOMER: Mary M. Lynch, Legal Asst
Greenberg Traurig, P.a.
2050 One Commerce Square
2005 Market Street
Philadelphia, PA 19103

FOREIGN FILINGS

NAME: COMPOST AMERICA HOLDING
COMPANY, INC.

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 MAR 23 AM 11:38

hpc
3/23/00

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. Compost America Holding Company, 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. New Jersey 3. 22-2603175
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. August 20, 1981 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 17, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. One Gateway Center, 25th Floor, Newark, New Jersey 07102
(Current mailing address)
To engage in any lawful activity within the purposes for which corporations may be organized under the laws of the State of Florida.
8. _____
(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 or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hayes Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: _____

(Registered agent's signature)

BRIAN COURTNEY, ASST. VP

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

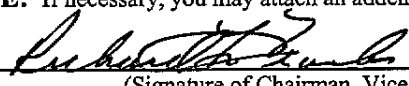
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. RICHARD L. FRANKS, VICE PRESIDENT & GENERAL COUNSEL
(Typed or printed name and capacity of person signing application)

COMPOST AMERICA HOLDING COMPANY, INC.

DIRECTORS:

G. Chris Anderson, Charles Carson, Pat DiLeo, Robert Longo, Peter Petrillo, Christopher Smith
Roger Tuttle

Address: Compost America Holding Company, Inc.
One Gateway Center, 25th Floor
Newark, New Jersey 07102

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OFFICERS:

Christopher Daggett, Office of the President; Marvin Roseman, Office of the President; Richard
L. Franks, Vice President and General Counsel and Assistant Secretary

Address: Compost America Holding Company, Inc.
One Gateway Center, 25th Floor
Newark, New Jersey 07102

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

COMPOST AMERICA HOLDING COMPANY, INC.

With the Previous or Alternate Name

ALCOR ENERGY & RECYCLING SYSTEMS INC.

I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on August 20, 1981.

As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.

I further certify that the registered agent and
registered office are:

Richard Franks
One Gateway Center
25th Floor
Newark, NJ 07102

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

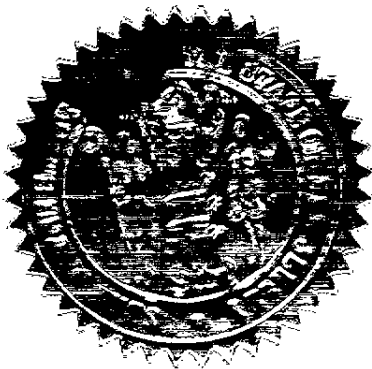
COMPOST AMERICA HOLDING COMPANY, INC.

With the Previous or Alternate Name

ALCOR ENERGY & RECYCLING SYSTEMS INC.

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IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
22nd day of March, 2000



Roland M Machold

Roland M Machold
Treasurer