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November 20, 2000

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*****78.75 *****78.75

Secretary of State
Corporation Division
P. O. Box 6327
Tallahassee, FL 32314

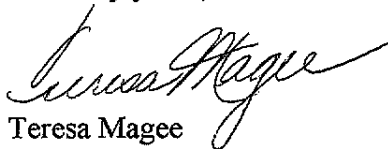
RE: WASTEEXCHANGE.COM, INC.

To Whom It May Concern:

Enclosed is duplicate Application for Authority of the above company for filing with your office, together with Certificate of Standing and our \$78.75 check to cover filing fees and Certificate of Status.

Please send your usual acknowledgment and receipt to this office when the filing has been completed. Thank you.

Cordially yours,



Teresa Magee
Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM/t
Enclosures

mt
12/11

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. WASTEEXCHANGE.COM, 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. _____
(FEI number, if applicable)
4. March 21, 2000
(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 817.155, F.S.))
7. 1701 Towne Drive
West Chester, PA 19380
(Current mailing address)
8. Waste consulting services
(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 acceptable)

Name: Edwin F. Blanton

Office Address: 825 Thomasville Road
Tallahassee, FL, Florida, 32303
(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)

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: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

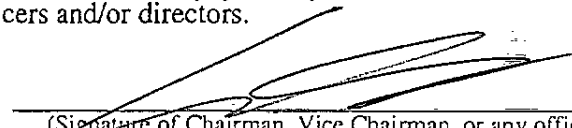
Secretary: _____

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. Albert A. Ciardi III, Treasurer
(Typed or printed name and capacity of person signing application)

WASTEEXCHANGE.COM, INC.
List of Directors and Officers

Directors:

| Name: | Address: |
|-----------------------|--|
| Charles Cooley | 1701 Towne Drive West Chester, PA 19380 |
| Brian Franco | 1701 Towne Drive West Chester, PA 19380 |
| William Lowther, Jr. | 1701 Towne Drive West Chester, PA 19380 |
| Albert A. Ciardi, III | 1900 Spruce Street Philadelphia, PA 19103 |
| Michael Shaw | 1701 Towne Drive West Chester, PA 19380 |
| Ronald Prium | 1701 Towne Drive West Chester, PA 19380 |
| Robert Ryan | 1701 Towne Drive West Chester, PA 19380 |

Officers:

| Name: | Title: | Address: |
|-----------------------|--------------------------|--|
| Charles Cooley | Chairman of the Board | 1701 Towne Drive West Chester, PA 19380 |
| Brian Franco | President | 1701 Towne Drive West Chester, PA 19380 |
| William Lowther, Jr. | Vice-President | 1701 Towne Drive West Chester, PA 19380 |
| Albert A. Ciardi, III | Secretary/Treasurer | 1900 Spruce Street Philadelphia, PA 19103 |

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SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WASTEEXCHANGE.COM, 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 FIFTEENTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WASTEEXCHANGE.COM, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0794886

001574629

DATE: 11-15-00