

F02000004099

CORPORATION(S) NAME

U.S. Filter Recovery Services (Mid-Atlantic), Inc.

800007061298--3

08/12/02 01049--024

*****70.00 *****70.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> UCC
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
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<input type="checkbox"/> Mail Out		

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

8/12/02

Order#: 5531370

Ref#: _____

Amount: \$ _____

02 AUG 12 PM 1:30

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. U.S. Filter Recovery Services (Mid-Atlantic), 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 3. 33-0743647
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02/18/1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 40-004 Cook Street, Palm Desert, CA 92211
(Principal office address)
same
(Current mailing address)
8. Wastewater Treatment
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (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.

By: M.T. Fitzpatrick M.T. FITZPATRICK
(Registered agent's signature) ASSISTANT SECRETARY

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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3:30

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Stephen P. Stanczak, Vice President
(Typed or printed name and capacity of person signing application)

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Basic Officer Director Report

U.S. Filter Recovery Services (Mid-Atlantic), Inc. (USFRSMAI)

Incorporated Date: 02/18/1997
Incorporated State: Delaware
Federal Tax ID: 33-0743647
Principal Place of Business: 40-004 Cook Street
Palm Desert, CA 92211
Registered Agent/Office: The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

<u>Director</u>	<u>Title</u>	<u>Start Date</u>	<u>Last Elected</u>	<u>End Date</u>
Brian J. Clarke	Director	04/01/2001		
Michael M. Stark	Director	04/01/2001		
Michael F. Welch	Director	04/01/2002		

<u>Officer</u>	<u>Title</u>	<u>Start Date</u>	<u>Last Elected</u>	<u>End Date</u>
Brian R. Anderson	Assistant Controller	04/01/2001		
Michael M. Stark	President	04/01/2001		
W. Christopher Chisholm	Vice President	04/01/1999	04/01/2001	
Brian J. Clarke	Vice President & Secretary	04/01/2001		
Ron Davis	Vice President	04/01/2001		
James W. Dierker	Vice President & Treasurer	04/01/2001		
Don Duffy	Vice President	04/01/2001		
Frank R. Firsching	Vice President	04/01/1999	04/01/2001	
Joy M. Gaetano	Vice President	04/01/2001		
Charles R. Gordon	Vice President	04/01/2001		
Robert E. Joyce, Jr.	Vice President	04/01/2001		
John T. Lucey	Vice President	04/01/2001		
Frederick W. Noble, Jr.	Vice President	04/01/2001		
Stephen P. Stanczak	Vice President & Assistant Secretary	04/01/2001		
Kevin Trant	Vice President			
Eugene D. Walls	Vice President & Assistant Treasurer	04/01/1998	04/01/2001	
Michael F. Welch	Vice President & Controller	04/01/2001		
Thomas A. Witt	Assistant Secretary	04/01/2001		
John M. Bigley	Assistant Treasurer	04/01/2001		
Lisabeth W. Huddleston	Assistant Treasurer	04/01/2001		
Duane R. Huennekens	Assistant Treasurer	02/18/1997	04/01/2001	
Matthew S. Thomson	Assistant Treasurer	04/01/2001		

Brian J. Clarke

Business Address: 55 Shulman Boulevard
Naperville, IL 60563

Michael M. Stark

Business Address: 14950 Heathrow Forest Parkway
Suite 200
Houston, TX 77032-3842

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Basic Officer Director Report

Michael F. Welch

Business Address: 10 Technology Drive
Lowell, MA 01851

Brian R. Anderson

Business Address: 40-004 Cook Street
Palm Desert, CA 92211

W. Christopher Chisholm

Business Address: 14950 Heathrow Forrest Parkway
Suite 200
Houston, TX 77032

Ron Davis

Business Address: U.S. Filter Operating Services,
Inc.
Senior Vice President & General
Manager - Operations
14950 Heathrow Forest Parkway
Suite 200
Houston, TX 77032

James W. Dierker

Business Address: 40-004 Cook Street
Palm Desert, CA 92211

Don Duffy

Business Address: 2430 Rose Place
Roseville, MN 55113

Frank R. Firsching

Business Address: 40-004 Cook St.
Palm Desert, CA 92211

Joy M. Gaetano

Business Address: 40-004 Cook Street
Palm Desert, CA 92211

Robert E. Joyce, Jr.

Business Address: 181 Thorn Hill Road
Warrendale, PA 15086

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Basic Officer Director Report

John T. Lucey

Business 250 Airside Drive
Address: Moon Township, PA 15108-2793

Frederick W. Noble, Jr.

Business 40-004 Cook Street
Address: Palm Desert, CA 92211

Stephen P. Stanczak

Business 40-004 Cook Street
Address: Palm Desert, CA 92211

Eugene D. Walls

Business 181 Thorn Hill Road
Address: Warrendale, PA 15086

Thomas A. Witt

Business 55 Shuman Blvd.
Address: Naperville, IL 60563

John M. Bigley

Business 181 Thorn Hill Road
Address: Warrendale, PA 15086

Lisabeth W. Huddleston

Business 10 Technology Drive
Address: Lowell, MA 01851

Duane R. Huennekens

Business 40-004 Cook Street
Address: Palm Desert, CA 92211

Matthew S. Thomson

Business 40-004 Cook St.
Address: Palm Desert, CA 92211

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Delaware

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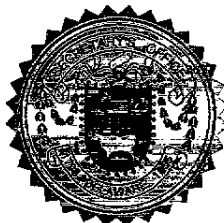
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. FILTER RECOVERY SERVICES (MID-ATLANTIC), 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 EIGHTH DAY OF AUGUST, A.D. 2002.

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 12 PM 1:30



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2719237 8300

AUTHENTICATION: 1928503

020505999

DATE: 08-08-02