

F9500002114



ACCOUNT NO. : 072100000032
REFERENCE : 587668 86901D
AUTHORIZATION :
COST LIMIT : * PREPAID

ORDER DATE : May 1, 1995
ORDER TIME : 9:37 AM
ORDER NO. : 587668
CUSTOMER NO: 86901D

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-05/01/95--01044--016
*****122.50 *****122.50

CUSTOMER: Mr. Herb Berkowitz
Prentice Hall Legal &
375 Hudson Street
New York, NY 10014

FOREIGN FILINGS

NAME: AIG ENVIRONMENTAL
MANAGEMENT, INC.

XX PROFIT
 NON-PROFIT
XX CORPORATE
 LIMITED PARTNERSHIP
XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensel

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95MAY-1 AM 11:45
1/524
DIVISION OF CORPORATION
RECEIVED
MAY -1 AM 10:40

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. AIG Environmental Management, 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. 13-2592361
(FEI number, if applicable)
4. 3/16/95
(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 617.105, F.S.))
7. 72 Wall Street
New York, NY 10270
(Current mailing address)
8. To provide environmental management services and to engage in any other business allowable under to laws of the state of Florida.
(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:
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 1201 Hays Street, Suite 105
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.
The Prentice-Hall Corporation System, Inc.
By: Vicki Schreiber
(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 11 AM 11:46

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

A. DIRECTORS

SEE ATTACHED LIST

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHED LIST

President: _____

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. Elizabeth Takacs

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

14. Elizabeth Takacs - Assistant Secretary

(Typed or printed name and capacity of person signing application)

DIRECTORS:

OFFICERS:

Arnold J. Goldberg Chairman of the Board
Primary : 72 Wall Street
Address : New York, New York 10270

Charles Benda President
Primary : 72 Wall Street
Address : New York, New York 10270

Steven Werner Senior Vice President
Primary : 2005 Market Street
Address : Philadelphia, PA 19103

William Naughton Dooley Treasurer
Primary : American International Group, Inc.
Address : 70 Pine Street
New York, New York 10270

Michael J. Davis Comptroller
Primary : 72 Wall Street
Address : New York, New York 10270

Elizabeth Margaret Tuck Secretary
Primary : American International Group, Inc.
Address : 70 Pine Street
New York, New York 10270

Elizabeth C. Takacs Assistant Secretary
Primary : American International Group, Inc.
Address : 70 Pine Street
New York, New York 10270

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIG ENVIRONMENTAL MANAGEMENT, 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 TWENTY-SIXTH DAY OF APRIL, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -1 AM 11:46



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7484980

DATE: 04-26-95

F95000002114

American International Company
70 Pine Street
New York, NY 10270
212/770-7000

Direct Dial 212/770-

June 29, 1995

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

Re: AIG Environmental Management, Inc.

Dear Sir/ Madame:

Please be informed that due to a clerical error, the application for a certificate of authority submitted by the above-referenced company had the wrong federal identification number on it.

The correct federal identification number for the above-referenced company is 13-3836962.

Please change your records accordingly.

Thank you.

Very truly yours,

Elizabeth Takacs

Elizabeth Takacs
Office of the Corporate Secretary

W 7/5/95