

F96000000123



ACCOUNT NO. : 072100000002

REFERENCE : 345795 7128231

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizito

ORDER DATE : April 28, 1997

ORDER TIME : 11:34 AM

ORDER NO. : 345795-005

800002156458--D

CUSTOMER NO: 7128231

CUSTOMER: Mr. Jefferson C. Bagby
Rechargeable Battery Recycling
Suite A
2046 Jefferson Davis Highway
Stafford, VA 22554

sf 4/29

W97
TALLAHASSEE, FLORIDA
APR 28 PM 3:45
FILED

FOREIGN FILINGS

NAME: RECHARGEABLE BATTERY
RECYCLING CORPORATION

XXXX QUALIFICATION (TYPE: CO)

(CLIENT IS CHANGING FROM A PROFIT TO A NON-PROFIT COMPANY)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 28, 1997

CSC NETWORK
Kathy Drake

RESUBMIT

Please give original
submission date as file date

SUBJECT: RECHARGEABLE BATTERY RECYCLING CORPORATION
Ref. Number: W97000009787

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The registered agent must sign accepting the designation.

We cannot process 2 separate transactions on 1 invoice. Please include a \$35.00 invoice for the amendment (changing corporation from profit to non-profit) and a \$61.25 invoice for the annual report.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 197A00021909

F96000000123

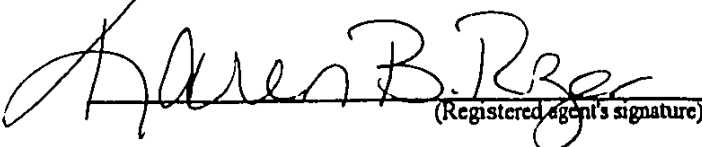
**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. RECHARGEABLE BATTERY RECYCLING CORPORATION
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Delaware 3. 54-1714316
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 17, 1994 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1996
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 2046A Jefferson Davis Hwy, Stafford, VA 22554
(Current mailing address)
8. See Schedule A attached hereto and made a part hereof.
(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:
Corporation Service Company
(Name)
1201 Hays Street, Suite 105
(Office address)
Tallahassee Florida 32301
(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.


(Registered agent's signature)

Karen B. Rozar, As Its Agent

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97 APR 28 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

PAGE 1 of 3

Chairman: Ralph A. Millard
Address: 2046A Jefferson Davis Hwy
Stafford, VA 22554

Vice Chairman: _____
Address: _____

Director: Joseph A. Carcone
Address: 2046A Jefferson Davis Hwy
Stafford, VA 22554

Director: Charles Monahan
Address: 2046A Jefferson Davis Hwy
Stafford, VA 22554

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

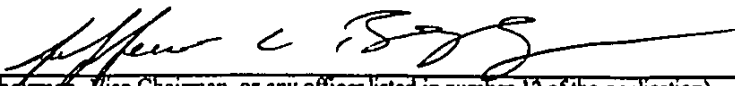
President: Wm. Kim Kelley
Address: 2046A Jefferson Davis Hwy
Stafford, VA 22554

Vice President: Jefferson C. Bagby
Address: 2046A Jefferson Davis Hwy
Stafford, VA 22554

Secretary: Jefferson C. Bagby
Address: 2046A Jefferson Davis Hwy
Stafford, VA 22554

Treasurer: Jefferson C. Bagby
Address: 2046A Jefferson Davis Hwy
Stafford, VA 22554

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)

Jefferson C. Bagby

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)

PAGE 2 of 3

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael McMahon

Address: 2046A Jefferson Davis Hwy

Stafford, VA 22554

Director: William Wildes

Address: 2046A Jefferson Davis Hwy

Stafford, VA 22554

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

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

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

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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)

PAGE 3 of 3

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: David Gatton

Address: 2046A Jefferson Davis Hwy

Stafford, VA 22554

Director: _____

Address: _____

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

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.

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

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Schedule A

Purposes of the corporation are (a) to promote the social welfare by addressing possible environmental concerns relating to the disposal or recycling of cells, batteries, battery packs and rechargeable consumer products (including educating the public with respect to the disposal or recycling of such items), (b) to collect, store, separate by battery chemistry, transport and arrange for the proper disposal or recycling of cells, batteries, battery packs, and rechargeable consumer products or to arrange for other persons or entities to perform any or all of the aforementioned functions, and to charge fees for such activities, (c) to exercise all specific corporate powers enumerated in Section 122 of the Delaware General Corporation Law, and (d) to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

97 APR 28 PM 3:45

TALLAHASSEE, FLORIDA