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ACCOUNT NO. : 072100000032

REFERENCE : 666274 4352960

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : January 12, 1998

ORDER TIME : 10:40 AM

ORDER NO. : 666274-010

CUSTOMER NO: 4352960

900002401389-9

CUSTOMER: Jane Gross, Legal Assistant
Ogden Projects, Inc.
40 Lane Road
P.o. Box 2615
Fairfield, NJ 070072615

FOREIGN FILINGS

NAME: OGDEN WASTE SOLUTIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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**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. OGDEN WASTE SOLUTIONS, 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. 22-355-7169

(FEI number, if applicable)

4. DECEMBER 22, 1997

(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. 40 LANE ROAD, CN-2615

FAIRFIELD, NEW JERSEY 07007-2615

(Current mailing address)

8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY

(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 **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

(Zip Code)

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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: Merryl Wiener

(Registered agent's signature)

Merryl Wiener
Asst. Vice President

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

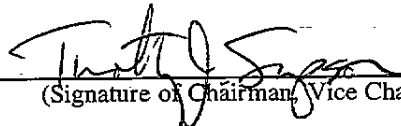
Address: _____

Treasurer: _____

Address: _____

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

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

14. TIMOTHY J. SIMPSON, ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

OGDEN WASTE SOLUTIONS, INC.

(DELAWARE)

OFFICERS

Chairman of the Board and Chief Executive Officer	-	R. Richard Ablon
President and Chief Operating Officer	-	Scott G. Mackin
Executive Vice President and Managing Director	-	Bruce W. Stone
Executive Vice President - Permitting and Compliance	-	Gary K. Crane
Executive Vice President	-	John M. Klett
Executive Vice President - Business Development	-	Gloria A. Mills
Executive Vice President	-	Joseph R. Treshler
Chief Financial Officer and Treasurer	-	William E. Whittan
General Counsel and Secretary	-	Jeffrey R. Horowitz
Assistant Secretary	-	Patricia M. Collins
Assistant Secretary	-	J. L. Effinger
Assistant Secretary	-	Timothy J. Simpson

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DIRECTORS

R. Richard Ablon
Scott G. Mackin
Bruce W. Stone

Mailing Address for all Officers and Directors is 40 Lane Road, Fairfield, New Jersey 07007-2615 except for the following:

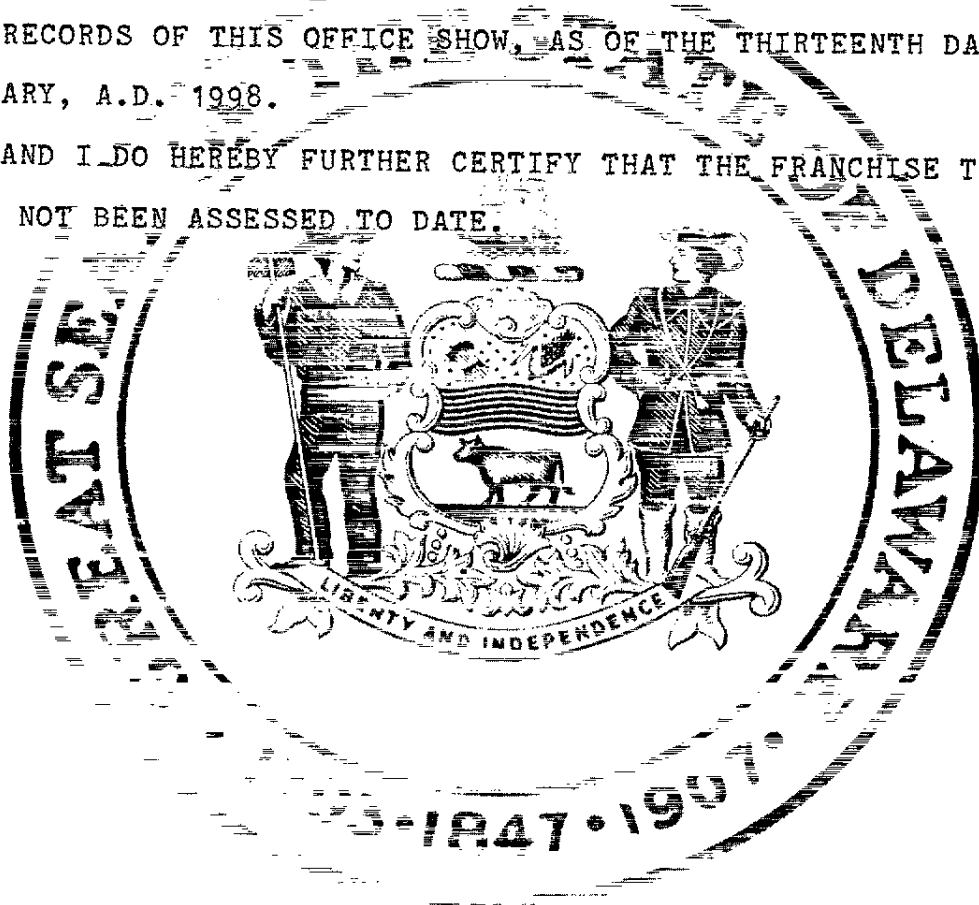
J. L. Effinger and R. Richard Ablon - Two Pennsylvania Ave., New York, NY 10121
Joseph R. Treshler - 2330 NE Coachman Road, Clearwater, FL 34625

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OGDEN WASTE SOLUTIONS, 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 THIRTEENTH DAY OF JANUARY, A.D. 1998.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION: 8862754

DATE: 01-13-98