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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN
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NAME: WASTEMASTERS, INC.

AUDIT NUMBER.....H98000014625

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 4

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DIVISION OF CORPORATIONS
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FAX AUDIT NO. H98000014625

**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. WasteMasters, 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. Maryland
(State or country under the law of which it is incorporated)
3. 52-1507818
(FEI number, if applicable)
4. 7/8/81
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Anticipated subsequent to qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2075A N. Powerline Road
Pompano Beach, FL 33069
(Current mailing address)
8. Any and all lawful business
(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: Howard E. Nelson, Esq.

Office Address: 200 South Biscayne Boulevard, Suite 2500
Miami, Florida 33131-2336
(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.

This instrument prepared by:
Brian S. Adler, Esquire
Florida Bar No. 0985074
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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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: R.D. Sterritt, Jr.

Address: 10254 Miller Road
Dallas, Texas 75238

~~Vice Chairman~~ Director: Brian Galligan

Address: 60 Riverside Drive, #10-D, New York, NY 10024

Director: Douglas C. Holsted

Address: 2824 NW 43rd Street, Oklahoma City, OK 73112

Director: William L. Hutchinson

Address: c/o Dunhill Partners, Inc., 4807 W. Lovers Lane, Dallas, TX 75209

SEE ALSO SCHEDULE I ANNEXED HERETO

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

President: R.D. Sterritt, Jr.

Address: 10254 Miller Road
Dallas, Texas 75238

Vice President: _____

Address: _____

Secretary: G. Michael Lawshe

Address: 10254 Miller Road, Dallas, Texas 75238

Treasurer: _____

Address: _____

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

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

14. R.D. Sterritt, Jr., President and Chairman of the Board
(Typed or printed name and capacity of person signing application)

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SCHEDULE 1
TO
APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
OF
WASTEMASTERS, INC.

ADDITIONAL DIRECTORS

Director: Leon Blaser
Address: 3350 Americana Terrace, Suite 200, Boise, ID 83706-2506

Director: Noel F. Khalil
Address: c/o Affordable Housing Partnership, 1718 Peachtree St., N.W., Ste. 153, Atlanta, GA 30309

Director: S. Theis Rice
Address: c/o Trinity Industries, Inc., 2525 Stemmons Freeway, 10th Floor, Dallas, Texas 75207

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STATE OF MARYLAND

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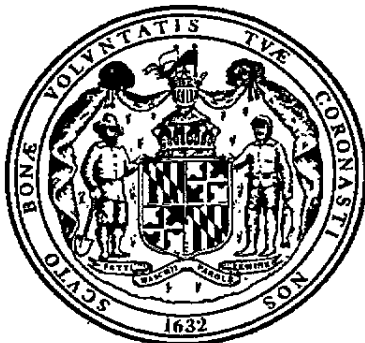
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, RITA WINSTON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT WASTEMASTERS, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 30TH DAY OF JULY, 1998.

Rita Winston
RITA WINSTON
CHARTER DIVISION

AT5-031

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