

F99000002604



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 921038 7224934

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 35.00

ORDER DATE : December 6, 2000

ORDER TIME : 2:53 PM

ORDER NO. : 921038-215

CUSTOMER NO: 7224934

CUSTOMER: Mark Ellis, Corp Spec.
Synagro Technologies, Inc.
Suite 1000
1800 Bering Drive
Houston, TX 77056

800003489778--7

CHANGE OF AGENT

NAME: SYNAGRO SOUTHEAST, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

FILED
00 DEC -6 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

00 DEC -6 PM 4:40

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Mimi Stephens

Q. COULLETTE DEC 07 2000

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: SYNAGRO SOUTHEAST, INC.
2. The mailing address of the corporation is: Suite 1000, 1800 Bering Drive
Houston, Texas 77057
3. Date of incorporation/qualification: May 20, 1999 Document number: F99000002604
4. The name and address of the current registered agent and office:

CT-Corporation System
1200 South Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Alvin L. Thomas II
(Signature of an officer, chairman or vice chairman of the board)

11/10/00
(Date)

ALVIN L. THOMAS II, Vice President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Corporation Service Company
By: Deborah D. Skipper
(Signature of Registered Agent)

12-5-00
(Date)

If signing on behalf of an entity:

DEBORAH D. SKIPPER
(Typed or Printed Name)

Assistant Vice President
(Capacity)

* * * FILING FEE: \$35.00 * * *