



THE UNITED STATES
CORPORATION
COMPANY

F990000005557

ACCOUNT NO.: 072100000032

REFERENCE : 432766 4352960

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 70.00

ORDER DATE : October 25, 1999

ORDER TIME : 1:53 PM

200003027162--9

ORDER NO. : 432766-005

CUSTOMER NO: 4352960

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

FOREIGN FILINGS

NAME: OGDEN WATER SYSTEMS, INC.

(Handwritten circle around the name)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

99 OCT 27 AM 9:23
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OPERATIONS

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99 OCT 27 PM 3:21

BR 10/27/99

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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

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CORPORATIONS

1. Ogden Water Systems, 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 3. 13-3756577
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 27, 1994 5. Perpetual
(Date of incorporation) (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. c/o Ogden Energy Group, Inc., 40 Lane Road, CN-2615
Fairfield, NJ 07007-2615
(Current mailing address)

See Attached Rider 1
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in 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)

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.

Corporation Service Company
By: Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) as its agent

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: _____

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. Jeffrey R. Horowitz, Secretary
(Typed or printed name and capacity of person signing application)

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SALES OPERATIONS

OGDEN WATER SYSTEMS, INC.

(DELAWARE)

OFFICERS

Chairman of the Board, Chief Executive Officer & President

Scott G. Mackin

40 Lane Road, CN-2615

Fairfield, NJ 07007-2615

Executive Vice President

J. Joseph Burgess

40 Lane Road, CN-2615

Fairfield, NJ 07007-2615

Executive Vice President, General Counsel and Secretary

Jeffrey R. Horowitz

40 Lane Road, CN-2615

Fairfield, NJ 07007-2615

Executive Vice President, Chief Financial Officer and Treasurer

William E. Whitman

40 Lane Road, CN-2615

Fairfield, NJ 07007-2615

Senior Vice President

Scott W. Whitney

40 Lane Road, CN-2615

Fairfield, NJ 07007-2615

Vice President

Jeffrey Kowal

40 Lane Road, CN-2615

Fairfield, NJ 07007-2615

Vice President

W. John Phillips

40 Lane Road, CN-2615

Fairfield, NJ 07007-2615

Assistant Secretary

Patricia M. Collins

40 Lane Road, CN-2615

Fairfield, NJ 07007-2615

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OGDEN WATER SYSTEMS, INC.

OFFICERS (cont.)

Assistant Secretary
J. L. Effinger
Two Pennsylvania Plaza
New York, NY 10121

Assistant Secretary
Timothy J. Simpson
40 Lane Road, CN-2615
Fairfield, NJ 07007-2615

ST. JOHN'S UNIVERSITY
DIVISION OF CORPORATIONS
99 OCT 27 AM 9:23

DIRECTORS

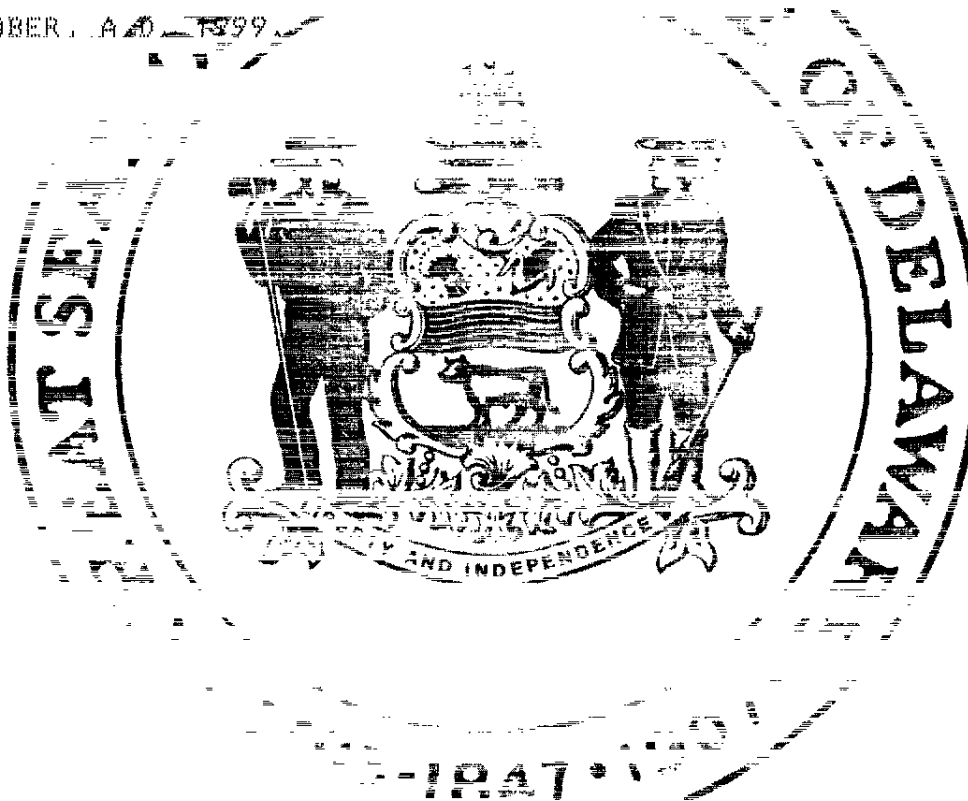
Scott G. Mackin
40 Lane Road, CN-2615
Fairfield, NJ 07007-2615

Bruce W. Stone
40 Lane Road, CN-2615
Fairfield, NJ 07007-2615

Jeffrey R. Horowitz
40 Lane Road, CN-2615
Fairfield, NJ 07007-2615

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OGDEN WATER SYSTEMS, 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 OCTOBER, A.D. 1999.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 27 AM 9:23



Edward J. Freel

Edward J. Freel, Secretary of State

2373409 8300

AUTHENTICATION: 0045888

991452796

DATE: 10-26-99