

J45449

ARTICLES OF MERGER
Merger Sheet

MERGING:

300002846523--2

CATALYST WASTE-TO-ENERGY CORPORATION OF KEY WEST, INC., a
Fla corp H81688
MONTENAY KW CORP., a Florida corporation J45449
AIRKO SERVICE, INC., a Florida corporation 216817
BIRWELCO, INC., a Delaware corporation
MONTENAY BRONX, INC., a NY corp not authorized to transact business in FL
NEW YORK AIR CONDITIONING CORP, a NY corp not authorized to transact
business in FL

INTO

MONTENAY GLEN COVE CORP., a New York corporation not qualified in
Florida.

File date: April 7, 1999

Corporate Specialist: Annette Ramsey