
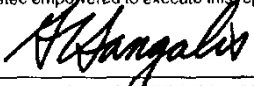


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b> 99 JUN 30 AM 9:43 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # M97000000565</b>  <b>CHEM-NUCLEAR SYSTEMS, L.L.C.</b> <b>3003 BUTTERFIELD ROAD</b> <b>OAK BROOK IL 60521</b>		1a. Principal Place of Business Address <b>3003 BUTTERFIELD ROAD</b> <b>OAK BROOK IL 60521</b>			
2. Principal Place of Business <b>1001 Fannin</b> Suite, Apt. #, etc. <b>Suite 4000</b> City & State <b>Houston TX</b> Zip <b>77002</b>		2a. Mailing Address <b>1001 Fannin</b> Suite, Apt. #, etc. <b>Suite 4000</b> City & State <b>Houston TX</b> Zip <b>77002</b>		3. Date Organized or Qualified <b>09/02/1997</b>	
				3a. State of Formation <b>DE</b>	
				4. FEI Number <b>36-4122772</b>	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report <b>04/21/1998</b>	
				6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM</b> <b>% CT CORPORATION SYTEM</b> <b>1200 SOUTH PINE ISLAND ROAD</b> <b>PLANTATION FL 33324</b>			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>FL</b>		
			Zip Code <b>6130199</b>		
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE			DATE		
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	<del>COLE, MICHAEL J</del> <b>Gregory Sangalis</b>	<del>3003 BUTTERFIELD ROAD</del>		<del>OAK BROOK IL</del>	
MGRM	<del>CLARK, BRIAN J</del> <b>Bryan Blankfeld</b>	<del>1001 Fannin Ste 4000</del>		<del>Houston, TX 77002</del>	
MGRM	<del>JOHNSON, ROYAL</del> <b>Jeffrey Draper</b>	<del>3003 BUTTERFIELD ROAD</del>		<del>OAK BROOK IL</del>	
MGRM	<del>VOIT, REGAN E</del> <b>Ronald Jones</b>	<del>1001 Fannin Ste 4000</del>		<del>Houston TX 77002</del>	
MGR	<del>WITT, THOMAS A</del> <b>WITT, THOMAS A</b>	<del>3003 BUTTERFIELD ROAD</del>		<del>OAK BROOK IL</del>	
MGR	<del>COBB, CARRIE L</del>	<del>1001 Fannin Ste 4000</del>		<del>Houston, TX 77002</del>	
		<del>3003 BUTTERFIELD ROAD</del>		<del>OAK BROOK IL</del>	
<b>300002918543--3</b> <b>-06/23/99--01053--001</b> <b>***1100.00 ****188.75</b>					
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE:		 <b>Gregory T. Sangalis</b> Senior Vice President and Secretary		Date <b>6/18/99</b> Day(s): Pt one # <b>713-512-6504</b>	
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>					