



THE UNITED STATES  
CORPORATION  
COMPANY

# M 99000000833

ACCOUNT NO. : 072100000032

REFERENCE : 249139 4306349

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : ~~\$ 200.00~~

ORDER DATE : May 21, 1999

ORDER TIME : 1:0 PM

ORDER NO. : 249139-005

000002883420--8

CUSTOMER NO: 4306349

CUSTOMER: Cindy Sabish, Legal Assistant  
Kirkpatrick & Lockhart  
1500 Oliver Building

Pittsburgh, PA 15222

337.50

*89970030551*  
*7*

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FOREIGN FILINGS

NAME: WASTE ENERGY TECHNOLOGY, LLC

*① Description of property*

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	Available	CERTIFIED COPY
Document	XX	PLAIN STAMPED COPY
Examiner	DCC	CERTIFICATE OF GOOD STANDING
Updater	DCC	
Updater Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

CONTACT PERSON: Angie Glisar

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*BK*  
*5/21/99*

W990000012036

*Same as P25331*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 24, 1999

ANGIE GLISAR  
CSC  
TALLAHASSEE, FL 32301

SUBJECT: WASTE ENERGY TECHNOLOGY, LLC  
Ref. Number: W99000012036

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We have received your document for WASTE ENERGY TECHNOLOGY, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being retained for the following:

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 899A00028471

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

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1. Waste Energy Technology, LLC  
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Nevada 3. 59-35-71954  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 28, 1999 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. April 30, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 11 Tupelo Avenue, S.E.  
Fort Walton Beach, FL 32548  
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Michael W. Rodgers</u>	<u>MGR</u>	<u>Tommy W. Weder</u>	<u>MGR</u>
<u>11 Tupelo Ave., S.E.</u>		<u>11 Tupelo Ave., S.E.</u>	
<u>Fort Walton Beach, FL 32548</u>		<u>Fort Walton Beach, FL 32548</u>	
<u>James D. Mitchell</u>	<u>MGR</u>	<u>William F. Fields</u>	<u>MGR</u>
<u>1105 N. Market St.</u>		<u>1105 N. Market St., Suite 1300</u>	
<u>Suite 1300</u>			
<u>Wilmington, DE 19899</u>		<u>Wilmington, DE 19899</u>	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE  
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT  
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF  
FLORIDA.

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1. The name of the Limited Liability Company is:

Waste Energy Technology, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE )

Tallahassee, Florida 32301

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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**

Delorah D. Skipper as agent

(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

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The member or authorized representative of a member of \_\_\_\_\_

Waste Energy Technology LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 7,750,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1,736,746 ;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 9,486,746 .  
(This total includes amounts from 2 and 3 above.)

AMAGANSETT, INC.

By: 

**Signature of a member or an authorized representative of a member.**

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

William F. Fields, President

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

**WASTE ENERGY TECHNOLOGY LLC**

**ATTACHMENT TO  
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION  
OF FOREIGN LIMITED LIABILITY COMPANY**

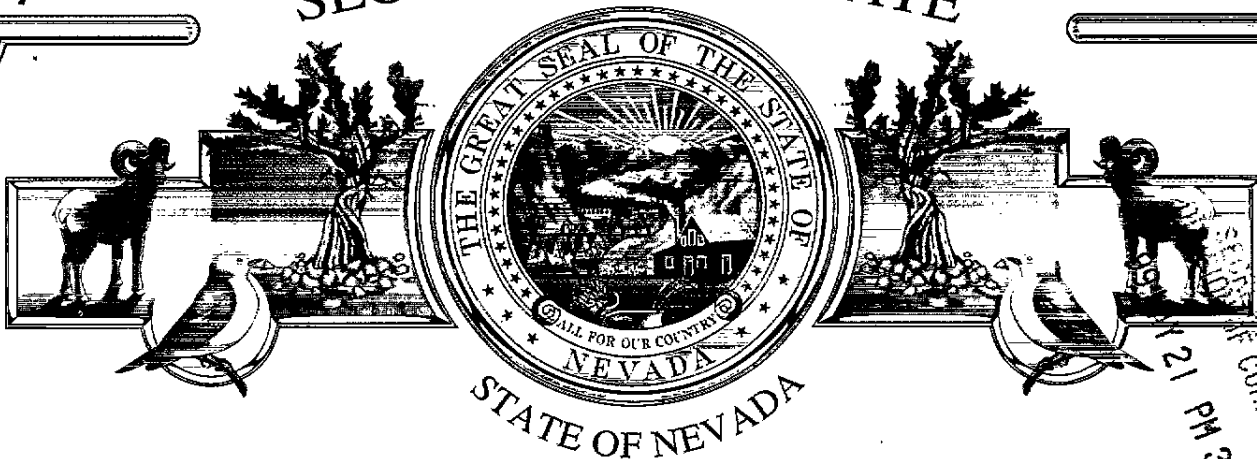
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**3. *Description of the Property:***

Office Furniture and Equipment	7%
Vehicles	19%
Construction Equipment	74%

**TOTAL: 100%**

# SECRETARY OF STATE



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CORPORATIONS  
MAY 4 3 41 PM '99

## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **WASTE ENERGY TECHNOLOGY, LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 28, 1999, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on May 4, 1999.

*Dean Heller*  
Secretary of State

By

*Jeffrey M. Messman*  
Certification Clerk