

P000000113137

Florida Department of State
Division of Corporations
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(((H04000179469 3)))

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To:

Division of Corporations

Fax Number : (850) 205-0380 JCC

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : 1200000000195

Phone : (850) 521-1000

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RESUBMIT

RECEIVED

04 SEP -3 PM 3:56

DIVISION OF CORPORATIONS

BASIC AMENDMENT

COVANTA TAMPA BAY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	23
Estimated Charge	\$35.00

04 SEP -3 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**FILED**

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9/3/04
Amend
sf



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 2, 2004

COVANTA TAMPA BAY, INC.
COVANTA ENERGY CORP
40 LANE ROAD
FAIRFIELD, NJ 07004

SUBJECT: COVANTA TAMPA BAY, INC.
REF: P00000113137

We have received your document for COVANTA TAMPA BAY, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is no Florida Statute 607.134. Is the amendment being filed pursuant to section 607.1008? Please review.

The amendment is for COVANTA TAMPA BAY, INC. but the signature is for COVANTA TAMPA CONSTRUCTION, INC.??

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) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: E04000179469
Letter Number: 004A00053243

SEP. 3. 2004 4 3:51 PM

CORPORATION SVC CO

NO. 166,348 P. 3 2

H04000179469 3

CERTIFICATE OF AMENDMENT
OF
CERTIFICATION OF INCORPORATION
OF
COVANTA TAMPA BAY, INC.

FILED
04 SEP - 3 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Covanta Tampa Bay, Inc., a Florida corporation (the "Corporation"), does hereby certify:

1. The name of the Corporation is Covanta Tampa Bay, Inc. The original Certificate of Incorporation was filed with the Secretary of State of the State of Florida on December 11, 2000.

2. On July 16, 2004, the United States Bankruptcy Court for the Southern District of New York entered an order (the "Order") confirming the Amended Joint Plan of Reorganization of Covanta Tampa Bay, Inc. and Covanta Tampa Construction, Inc. Under Chapter 11 of The Bankruptcy Code (the "Plan"), which Plan provides for the reorganization of the Corporation pursuant to chapter 11 of title 11 of the United States Code. The Order and Plan grant the Corporation the authority to amend the Certificate of Incorporation as provided herein.

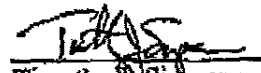
3. Pursuant to the Order and Plan, the Certificate of Incorporation of this corporation, Covanta Tampa Bay, Inc. a Florida corporation, be amended to add Article VIII to read in full as follows:

"Pursuant to 11 U.S.C. 1123, notwithstanding any other provision contained herein to the contrary, the Corporation shall not issue non-voting equity securities."

4. That said amendment was duly adopted in accordance with the provisions of Section _____ of the Florida General Corporation Act.
607.1008

IN WITNESS WHEREOF, Covanta Tampa Construction, Inc. has caused this Certificate to be signed by its authorized officer, this 31 day of August, 2004.

By:


Timothy D. Simpson
Senior Vice President

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