



# Pa4058

ACCOUNT NO. : 072100000032

REFERENCE : 158454 4352960

AUTHORIZATION :

COST LIMIT :

\$ 70.00

*Patricia Pigute*

ORDER DATE : May 21, 2001

ORDER TIME : 2:29 PM

ORDER NO. : 158454-005

CUSTOMER NO: 4352960

700004288627--8

CUSTOMER: Jane Gross, Legal Assistant  
Ogden Energy Group, Inc.  
40 Lane Road  
Cn-2615  
Fairfield, NJ 07007-2615

*merger*

ARTICLES OF MERGER

COVANTA TAMPA, INC.

INTO

COVANTA SYSTEMS, INC.

FILED  
01 MAY 22 PM 5:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED  
01 MAY 22 PM 3:17  
DIVISION OF REGISTRATION  
*5/22/01*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COVANTA TAMPA, INC., a Florida corporation P98000064226

into

**COVANTA SYSTEMS, INC.**, a Delaware entity P24058

File date: May 22, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

OF

Covanta Tampa, Inc.

AND

Covanta Systems, Inc.

FILED  
01 MAY 22 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Attached hereto is the Plan of Merger for merging Covanta Tampa, Inc. with and into Covanta Systems, Inc. as approved by the Board of Directors of Covanta Tampa, Inc. on April 30, 2001 and adopted by Unanimous Written Consent of the Board of Directors of Covanta Systems, Inc. on April 30, 2001.

2. The merger of Covanta Tampa, Inc. with and into Covanta Systems, Inc. is permitted by the laws of the jurisdiction of organization of Covanta Systems, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Covanta Systems, Inc. was April 30, 2001.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing.

Executed on May 9, 2001.

Covanta Tampa, Inc.

By: 

Name: Jeffrey R. Horowitz

Capacity: Secretary

Covanta Systems, Inc.

By: 

Name: Jeffrey R. Horowitz

Capacity: Secretary

## PLAN OF MERGER

"1. Covanta Systems, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Covanta Tampa, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Covanta Tampa, Inc. into Covanta Systems, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Covanta Systems, Inc.

"2. The separate existence of Covanta Tampa, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Covanta Systems, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of Covanta Tampa, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of Covanta Systems, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."