

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Mar 06 1998 8:00am  
Secretary of State

|                                                       |                                                                                   |                                                                                                           |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br><b>1998</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

**DOCUMENT # P40035 (8)** *N/C 1/19/98*

1. Corporation Name  
**KENETECH RESOURCE RECOVERY, INC.**

**Consolidated Resource Recovery Inc.**

|                                                                                                    |                                                                                        |
|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| Principal Place of Business<br><b>6728 33RD ST EAST<br/>SUITE 300<br/>SARASOTA FL 34243<br/>US</b> | Mailing Address<br><b>6728 33RD ST EAST<br/>SUITE 300<br/>SARASOTA FL 34243<br/>US</b> |
|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|

|                                                                                                     |                                                                                          |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|

|                                                                                                                                                                 |                                                                                                                                                  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| 9. Name and Address of Current Registered Agent<br><b>THE PRENTICE HALL CORPORATION SYSTEM INC.<br/>1201 HAYS STREET<br/>SUITE 105<br/>TALLAHASSEE FL 32301</b> | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br>85 Zip Code |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

|                                                |                                                                                   |                                                                |                                                                   |
|------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------------------------------------|
| 12. OFFICERS AND DIRECTORS                     |                                                                                   | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12          |                                                                   |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <b>PD<br/>HALWARD, DOUGLAS R<br/>27715 HUNTINGTON RD RR #5<br/>ABBOTSFORD B.</b>  | 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <b>DVS<br/>DARBY, JAMES E.H.<br/>27715 HUNTINGTON RD, RR #5<br/>ABBOTSFORD B.</b> | 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <b>CFO<br/>CALHOUN, MICHAEL R<br/>6728 33RD ST EAST<br/>SARASOTA FL</b>           | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> DELETE                                                   | 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> DELETE                                                   | 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> DELETE                                                   | 6.1 TITLE<br>6.2 NAME<br>6.3 STREET ADDRESS<br>6.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |

14. I 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 or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *M R Calhoun* 2-2-98 941-756-0877

CR2E034 (10/97)

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

2

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KENETECH RESOURCE RECOVERY, INC.", CHANGING ITS NAME FROM "KENETECH RESOURCE RECOVERY, INC." TO "CONSOLIDATED RESOURCE RECOVERY, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

*Edward J. Freel, Secretary of State*

AUTHENTICATION:

2291930 8100

DATE:

8575765

07-25-97

07-25-97

**CERTIFICATE OF AMENDMENT  
TO THE CERTIFICATE OF INCORPORATION  
OF KENETECH RESOURCE RECOVERY, INC.**

Kenetech Resource Recovery, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify that:

The sole shareholder of this corporation, in the manner permitted by the provisions of Section 228, Delaware General Corporation Law, in order to approve a change in the corporate name to Consolidated Resource Recovery, Inc., duly adopted the following resolution by written consent on the 7th day of July, 1997:

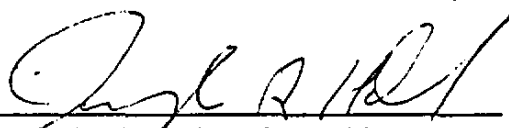
RESOLVED, that the name of Kenetech Resource Recovery, Inc., be changed by amending Article FIRST of the Certificate of Incorporation to read as follows:

Article FIRST: The name of the corporation is Consolidated Resource Recovery, Inc.

IN WITNESS WHEREOF, Kenetech Resource Recovery, Inc., has caused this Certificate to be signed by Douglas R. Howard, its President, and attested by James E. H. Darby, its Secretary, this 7th day of July, 1997.

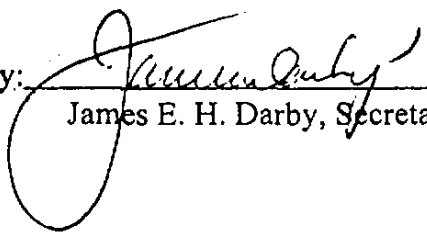
KENETECH RESOURCE RECOVERY, INC.

By:

  
Douglas R. Halward, President

ATTEST:

By:

  
James E. H. Darby, Secretary