

WasteZero[®]
Save Money. Reduce Waste.

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ccunningham@wastezero.com



September 18, 2015

State of Rhode Island and Providence Plantations
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2015 SEP 21 PM 12:43

RE: WasteZero, Inc. – ID Number 000953024

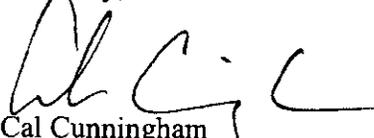
Dear Corporations Division:

On June 1st, 2015, a Certificate of Amendment to Fifth Amended and Restated Certification of Incorporation was filed with the Delaware Secretary of State in which the authorized shares of the company were decreased to 200,000 of Common Stock and 18,383 of Preferred Stock for a total authorized shares of 218,383.

Enclosed is a certified copy of the Certificate of Amendment which was filed in Delaware. Please update your records accordingly.

Should you have any questions regarding this request, please contact Melissa Stops who is handling this on our behalf.

Sincerely,


Cal Cunningham
Corporate Secretary, VP, General Counsel

12:43 pm
FILED
SEP 21 2015
By 256715
KM

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 "WASTEZERO, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2015, AT 12:32 O'CLOCK P.M.



5230751 8100

151200883

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2665864

DATE: 08-21-15

**CERTIFICATE OF AMENDMENT
TO
FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
WASTEZERO, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, WasteZero, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify and set forth as follows.

1. The name of the Corporation is WasteZero, Inc. (formerly WZDE, Inc.) (the "Corporation").
2. The Corporation was originally incorporated and the original Certificate of Incorporation was filed with the Secretary of State of Delaware on October 22, 2012.
3. The amendment to the Corporation's Fifth Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, and has been consented to in writing by the stockholders of the Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.
4. The Corporation's Certificate of Incorporation is amended as follows.

Article Fourth is amended and restated to read as follows:

FOURTH:

Effective immediately upon the filing of this Certificate of Amendment to Fifth Amended and Restated Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware (the "Effective Time"), the total number of shares of all classes of stock which the Corporation shall have authority to issue is: (i) two hundred thousand (200,000) shares of Common Stock, \$0.001 par value per share ("Common Stock"); and (ii) Eighteen Thousand Three Hundred Eighty Three (18,383) shares of Preferred Stock, \$0.001 par value per share ("Preferred Stock").

The shares of Common Stock issued and outstanding immediately prior to the Effective Time and the shares of Common Stock issued and held in the treasury of the Company immediately prior to the Effective Time are reclassified into a smaller number of shares such that each one hundred (100) shares of issued Common Stock immediately prior to the Effective Time is reclassified into one share of Common Stock. Notwithstanding

the immediately preceding sentence, no fractional shares shall be issued and, in lieu thereof, upon surrender after the Effective Time of a certificate which formerly represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the reclassification, following the Effective Time, shall be entitled to receive a cash payment equal to the fraction to which such holder would otherwise be entitled multiplied by the fair value of a share of Common Stock, as determined by the board of directors of the Corporation, immediately following the Effective Time.

Each stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified (as well as the right to receive cash in lieu of fractional shares of Common Stock after the Effective Time), provided, however, that each person of record holding a certificate that represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall receive, upon surrender of such certificate, either a new certificate evidencing and representing the number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified or evidence that the Corporation's transfer agent has registered in electronic or "book entry" format the number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified.

The first paragraph of Part A of Article Fourth is amended and restated to read as follows:

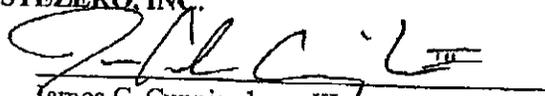
One hundred ninety-seven thousand, five hundred (197,500) shares of the authorized Common Stock of the Corporation are hereby designated "**Voting Common Stock**" and two thousand five hundred (2,500) shares of the authorized Common Stock of the Corporation are hereby designated "**Non-Voting Common Stock**". The term "**Common Stock**" shall be used herein to refer to the Voting Common Stock and Non-Voting Common Stock, as applicable. Unless otherwise indicated, references to "Sections" in this Part A of this Article Fourth refer to sections of Part A of this Article Fourth.

5. This Certificate of Amendment shall be effective upon filing.

IN WITNESS WHEREOF, WasteZero, Inc. has caused this Certificate of Amendment to be signed by James C. Cunningham, III, its Vice President, General Counsel and Corporate Secretary, as of May 29, 2015.

WASTEZERO, INC.

By:



James C. Cunningham, III
Vice President, General Counsel
and Corporate Secretary