

Filing Fee \$150.00

State of Rhode Island and Providence Plantations  
OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION

Corp. ID. # 75018

**BUSINESS CORPORATION**

**ORIGINAL ARTICLES OF INCORPORATION**

The undersigned acting as incorporator of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is 21st Century Environmental Management, Inc. of Rhode Island  
(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) Perpetual.

THIRD. The purpose or purposes for which the corporation is organized are:

To engage in an environmental waste management business and related activities.

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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

- (a) *If only one class:* Total number of shares .. one thousand of a par value of one dollar each.  
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)  
and all of which are of one class and are of common shares.

or

- (b) *If more than one class:* Total number of shares .. .. .

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

(See continuation sheet 5a)

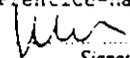
SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

None

SEVENTH. The address of the initial registered office of the corporation is Suite 900, 170 Westminster Street, Providence 02903 (add Zip Code)

and the name of its initial registered agent at such address is: The Prentice-Hall Corporation System, Inc.

The Prentice-Hall Corporation System, Inc.

By:  Paul S. Allersmeyer, Vice-President  
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is one and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successors is elected and shall qualified are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Richard T. Fox	1130 Ten Rod Road, Suite E307 North Kingstown, RI 02852

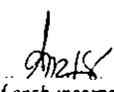
NINTH. The name and address of each incorporator is:

Name	Address
Athena Amaxas	15 Columbus Circle New York, New York 10023-7773

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

upon the organization of the corporation

Dated December 2, 19 93

   
Signature of each incorporator

STATE OF New York } In the City } of New York  
COUNTY OF New York } Town }

in said county this 2nd day of December, A.D. 1993

then personally appeared before me Athena Amaxas

known to me and known by me to be the party executing the foregoing instrument, and she acknowledged said instrument by her subscribed to be her free act and deed.

*Meryl Wiener*  
Notary Public

MERYL WIENER  
Notary Public, State of New York  
No. 41-4706750  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires July 31, 1994

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.