

No Fee

Corp. ID. # 23662

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF**

SAFETY-KLEEN CORP.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 of the General Laws, 1956, as
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)
amended, the undersigned corporation, organized under the laws of the State of
Wisconsin, submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is SAFETY-KLEEN CORP.

SECOND: The address of its present registered office is
123 Dyer Street; Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
Suite 3-A, 101 Dyer Street, Providence, Rhode Island 02903

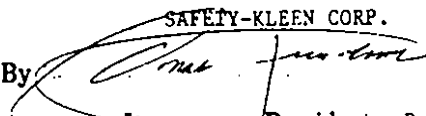
FOURTH: The name of its present registered agent is
C T Corporation System

FIFTH: The name of its successor registered agent is
The Prentice-Hall Corporation System, Inc.

SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

Dated January 24, 1990.

By  SAFETY-KLEEN CORP.
Its President, Donald W. Brinckman

STATE OF Illinois }
COUNTY OF Kane } SC.

At Elgin in said county on this 24th day
of January, 1990, personally appeared before me
Donald W. Brinckman, who, being by me first duly sworn, declared that he
is the President of SAFETY-KLEEN CORP.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public