

Filing fee: \$35.00

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF
SAFETY-KLEEN CORP.**

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on April 17, 1969, authorizing it to transact business in Rhode Island under the name of Safety-Kleen Corp.

SECOND: The corporate name of the corporation has been changed to
No Change
(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is
Safety-Kleen Corp.

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: No Change
(If no other or additional purposes are proposed, insert "No change.")

FIFTH: Other amendments, if any, to Certificate of Authority previously issued:
(See §§7-1.1-103, 7-1.1-109, 7-1.1-110, of the General Laws, 1956, as amended) (If increase of authorized capital stock, state: Increase of authorized capital stock

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
75,000,000	Common	None	\$.10

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 168,369,420.
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 204,183.
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ 197,103,348.
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 451,057.

Dated October 29, 19 86

By Burton E. Ericson
SAFETY-KLEEN CORP.
Its Vice President
and Robert W. Willmschen, Jr.
Its Secretary

STATE OF ILLINOIS }
COUNTY OF KANE } Sc.

At _____ in said County on the 29th day
of October 19 86, before me personally appeared Burton
E. Ericson, who being by me first duly sworn, declared that he is the
Vice President of Safety-Kleen Corp.,
that he signed the foregoing document as such Vice President
of the corporation, and that the statements therein contained are true.

Karen Kelly
Notary Public
Karen Kelly

(NOTARIAL SEAL)

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02/19/87 PAID

CPER 35.88
0019A001

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CPER 179.38
0015A001

United States of America

STATE OF WISCONSIN

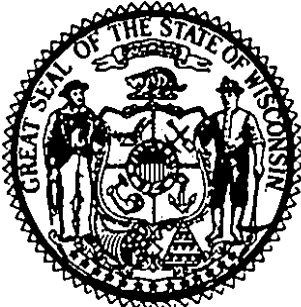
OFFICE OF THE
SECRETARY OF STATE

SS.

To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS La FOLLETTE, Secretary of State of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that the annexed copy has been compared by me with the record on file in this Office and that the same is a true copy thereof, and of the whole of such record; and that I am the legal custodian of such record, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the Great
Seal of the State.



Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State

ARTICLE 4. Common Stock. The total number of shares of Common Stock which the corporation shall have authority to issue is 75,000,000 shares, par value \$.10 per share. Each share of Common Stock shall be equal to every other share of Common Stock in every respect. The shares of Common Stock shall entitle the holders thereof to one vote for each share upon all matters upon which shareholders have the right to vote.

ARTICLE 5. The preferences, limitations, designation and relative rights of each class or series of stock, are

Stockholders shall have no pre-emptive rights to acquire unissued shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

ARTICLE 6. Address of the registered office at the time of adoption of these restated articles is 222 West Washington Avenue, Madison, Wisconsin 53703.

ARTICLE 7. Name of the registered agent at the time of adoption of these restated articles is CT Corporation System, 222 West Washington Avenue, Madison, Wisconsin 53703.

ARTICLE 8.

A. Number and Terms. The business and affairs of the corporation shall be managed by or under the direction of a Board of Directors consisting of not less than 7 nor more than 11 persons. The exact number of directors within the minimum

OFFICE OF THE SECRETARY OF STATE
STATE OF WISCONSIN
MADISON, WISCONSIN 53703