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

D & M DISPOSAL SERVICES OF NEWPORT INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 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
RHODE ISLAND, 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 D & M DISPOSAL SERVICES OF
NEWPORT INC.

SECOND: The address of its present registered office is
215 3RD STREET, NEWPORT, R.I. 02840

THIRD: The address to which its registered office is to be changed is
123 Dyer Street, Providence, R. I. 02903

FOURTH: The name of its present registered agent is JAMES L. MAHER

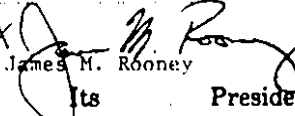
FIFTH: The name of its successor registered agent is
C T CORPORATION SYSTEM

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 23, 19 90

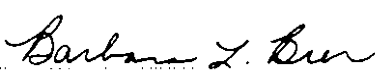
D & M DISPOSAL SERVICES OF NEWPORT INC.

By  James M. Rooney
Its President

STATE OF ILLINOIS }
COUNTY OF DUPAGE } SC.

At Oak Brook, Illinois in said county on this 23rd day
of January, 19 90, personally appeared before me
James M. Rooney, who, being by me first duly sworn, declared that he
is the President of D & M DISPOSAL SERVICES OF NEWPORT INC.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

OFFICIAL SEAL
BARBARA L. BIER
NOTARY PUBLIC - STATE OF ILLINOIS
COMMISSION EXPIRES 10/25/92
(NOTARIAL SEAL)


Barbara L. Bier, Notary Public

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV

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