

Filing Fee: \$75.00

ID Number: 77083



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY**
(To Be Filed In Duplicate Original)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
NOV 16 1 03 PM '00

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:

1. The name of the corporation is WHEELABRATOR WATER TECHNOLOGIES INC.
2. It is incorporated under the laws of MARYLAND
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on 5/24/1994, authorizing it to transact business in Rhode Island under the name of:

4. The corporate name of the corporation has been changed to SYNAGRO-WWT, INC.

(If no change, so indicate.)
5. The name, if different, which it elects to use in Rhode Island is:
 - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

 - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:

6. The corporation 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:

(If no other or additional purposes are proposed, insert "No Change.")

NO CHANGE

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By CLF 63
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7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
<u>1000</u>	<u>Common</u>		<u>\$1.00</u>

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 100,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ -0-.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is - %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 100,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 1,000,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 1 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: 8-14-00

SYNAGRO WWT, INC.

Print Exact Name of Corporation Making Application

By J. Paul W. Thomas

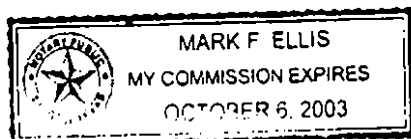
☐ President or ☒ Vice President (check one)

By Adrian Thomas AND

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF TEXAS
COUNTY OF HARRIS

In TXAS, on this 14TH day of August, 2000, personally appeared before me J. Paul W. Thomas / Adrian Thomas who, being by me first duly sworn, declared that he/she is the Vice President / Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



Mark F. Ellis
Notary Public
My Commission Expires: 10-06-03



Alvin L. Thomas II
Vice President/General Counsel
Tel. 713-369-1703
Fax 713-369-7150
e-mail: athomas@synagro.com

Tuesday, November 21, 2000

State of Rhode Island and Providence Plantations
Office of the Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1333

Re: *Consent for Use of Name; Synagro WWT, Inc.*

To Whom It May Concern:

I am the Vice President of Synagro Northeast, Inc.

Please consider this correspondence our approval for Wheelabrator Water Technologies, Inc. to use the Synagro name as requested in their submission of documents requesting a name change. Synagro Northeast, Inc. hereby consents to Wheelabrator Water Technologies, Inc.'s name change to Synagro – WWT, Inc.

If you have any questions please feel free to contact me at (713) 369-1700.

Sincerely,

Alvin L. Thomas II
Vice President/General Counsel

ALT/mfe

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 09A BUSINESS CODE

100907717

Close_____ **Stock**_____ **Nonstock**

P.A._____ **Religious**

Merging (Transferor)_____

STATE OF MARYLAND
DEPT OF ASSESSMENTS AND TAXATION
CUST ID: 0000454035
WORK ORDER: 0000347768
DATE: 08-11-2000 12:47 PM
AMT. PAID: \$495.00

ID # 000907717 ACK # :000212002000000
LIBER: 800172 FOLIO: 0280 PAGES: 0003
SYNAGRO-WWT, INC.

08/11/2000 AT 12:48 P WO # 0000347768

FEE REMITTED

Base Fee: 70

Org. & Cap. Fee: _____

Expedite Fee: 190

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

1 Certified Copies: 2

Copy Fee: 26

Certificates:

Certificate Fee: _____

Other: _____

TOTAL FEES: 736

(New Name) Synagro-WWT, Inc.

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s)

CODE

ATTENTION:

MAIL TO ADDRESS:

Richard Henderson, P.O.
P.O. Box 589
844 West Street
Annapolis, MD 21404

Credit Card_____ **Check**_____ **Cash**_____

Documents on Checks

APPROVED BY:

KEYED BY:

COMMENT(S):

**CERTIFIED
COPY MADE**

I hereby certify that this is a true and accurate copy of the
 page document on file in this office. *Nov 14 1900*
 Special Agent in Charge
Paul J. Simms Custodian
 This replaces our previous certification system. Effective: 6/95