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Filing fee: \$35.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF
WHEELABRATOR CLEAN WATER SYSTEMS INC.

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 5/24/94, 19 , authorizing it to transact business in Rhode Island under the name of WHEELABRATOR CLEAN WATER SYSTEMS INC.

SECOND: The corporate name of the corporation has been changed to WHEELABRATOR WATER TECHNOLOGIES INC. (If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is WHEELABRATOR WATER TECHNOLOGIES INC.

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.")

FILED

JAN 30 1996

By 100 # 55
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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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
No Change			

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ No Change
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ No Change
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ No Change
- (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 \$ No Change

Dated January 23, 19 96

WHEELABRATOR WATER TECHNOLOGIES INC.

By Mark P. Paul

Vice

Its President

and Barbara Ann Meany

Its Asst. Secretary

STATE OF New Hampshire

COUNTY OF Rockingham

} Sc.

At Hampton in said County on the 23rd day

of January 19 96, before me personally appeared Mark P. Paul

, who being by me first duly sworn, declared that he is the

Vice President of WHEELABRATOR WATER TECHNOLOGIES INC.

that he signed the foregoing document as such Vice President

of the corporation, and that the statements therein contained are true.

Barbara Ann Meany

Notary Public

BARBARA ANN MEANY, Notary Public

My Commission Expires January 10, 2001

(NOTARIAL SEAL)

and

WHEELABRATOR CLEAN WATER SYSTEMS INC.

(n/c on
p. 2)

Principal office in
on the 12,
Neither have

1. Wheelabrator Clean Water Systems Inc. ("WCWS" sometimes referred to as the "Surviving Corporation"), The Wheelabrator Corporation ("TWC") and Wheelabrator Clean Water Inc. ("WCW") each agree that TWC and WCW shall merge with and into WCWS, and that WCWS shall be the successor corporation to such merger (the "Merger"). TWC and WCW own no interest in any real property in the State of Maryland.
2. WCWS was incorporated in Maryland on August 31, 1978; its principal office in Maryland is located in Anne Arundel County. TWC was incorporated in Delaware on June 13, 1984, and WCW was incorporated in Delaware on December 27, 1985, and neither have principal offices located in Delaware.
3. The terms and conditions of the Merger set forth in these Articles of Merger were advised, authorized and approved by each corporation party hereto by the vote required by its charter and the Maryland General Corporation Law, and the General Corporation Law of Delaware. The terms and conditions of the merger were authorized and declared advisable by written consent of the Board of Directors of WCWS on January 1, 1996, and were approved by the stockholders of WCWS by unanimous written consent on January 1, 1996. The terms and conditions of the Merger were authorized and declared advisable by written consent of the Board of Directors of TWC and WCW on January 1, 1996, and were approved by the stockholders of TWC and WCW on January 1, 1996.

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By AW [±] SS
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STATE OF ARIZONA

I hereby certify that this is a true and complete copy of the 4
page document on file in this office. DATED: 1/23/96
BY: Jacqueline C. James, Custodian
This stamp replaces our previous certification system. Effective: 6/95