

Filing fee: \$150.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

Corporate ID 77083

APPLICATION FOR  
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 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is  
WHEELABRATOR CLEAN WATER SYSTEMS INC.

SECOND: The name which it elects to use in Rhode Island is  
WHEELABRATOR CLEAN WATER SYSTEMS INC.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Maryland.

FOURTH: The date of its incorporation is 8/31/78 and the period of its duration is Perpetual.

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 180 Admiral Cochran Drive, Annapolis, MD.

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Environmental projects involving water, wastewater and bio-solids.

\*The corporate address for this corporation is:  
Liberty Lane, Hampton, NH 03842

FILED

MAY 24 1994

By J. B. [Signature]  
123263

MAY 24 11 47 AM '94  
RECEIVED  
SECRETARY OF STATE  
STATE HOUSE  
PROVIDENCE, RHODE ISLAND

**EIGHTH:** The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
John M. Kehoe, Jr.	Director	1578 Ponus Ridge Rd., New Canaan, CT
Mark P. Paul	Director	180 Carlton Rd., Newton, MA
John D. Sanford	Director	15 Prescott Lane, Hampton Falls, NH
Stephen P. Stanczak	Director	41W668 Hunters Hill Dr., St. Charles, IL
John T. Dowd	President	15 Maple Road, North Hampton, NH
Mark P. Paul	Vice President	See Above
Mark P. Paul	Secretary	See Above
John D. Sanford	Treasurer	See Above
Barbara Rindfleisch	Assistant Secretary	29 Brookside Dr., Stratham, NH

**NINTH:** The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	common	--	\$1.00

**TENTH:** The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	common	--	\$1.00

**ELEVENTH:** An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 180 million

**TWELFTH:** An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

**THIRTEENTH:** An estimate of the gross amount of business to be transacted by it during such year is \$ 170 million

**FOURTEENTH:** 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 \$ 0

**FIFTEENTH:** This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 10, 19 94

WHEELABRATOR CLEAN WATER SYSTEMS INC.  
[Exact Corporate Name of Corporation Making Application]

By Mark P. Paul  
Its Vice President  
and Barbara Rindfleisch  
Its Asst. Secretary

STATE OF New Hampshire }  
COUNTY OF Rockingham } Sc.

At Liberty Lane, Hampton, NH 03842 in said County on the 10th day  
of May 19 94, before me personally appeared Mark P. Paul  
, who being by me first duly sworn, declared that  
he is the Vice President of WHEELABRATOR CLEAN WATER SYSTEMS INC.  
that he signed the foregoing document as such Vice President of the  
corporation, and that the statements therein contained are true.

Nancy J. Simpson  
Notary Public  
NANCY J. SIMPSON, Notary Public  
My Commission Expires June 23, 1998

(NOTARIAL SEAL)

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
OFFICE OF THE SECRETARY OF STATE  
CERTIFICATE OF AUTHORITY  
OF  
WHEELABRATOR CLEAN WATER SYSTEMS INC.

I, \_\_\_\_\_ Secretary of State of the  
State of Rhode Island hereby certify that duplicate originals of an Application of  
WHEELABRATOR CLEAN WATER SYSTEMS INC.  
for a Certificate of Authority to transact business in this State, duly signed and verified  
pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have  
been received in this office and are found to conform to law, and that the foregoing is a  
duplicate original of the Application for such Certificate.

Witness my hand and the seal of the State  
of Rhode Island this \_\_\_\_\_ day of  
19 .

Secretary of State

ARTICLES OF INCORPORATION  
OF  
BIO GROW SYSTEMS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 31, 1974 at 8:30 o'clock A. M. in conformity  
with law and ordered recorded.

Recorded in Liber 100-100, folio 100, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

License tax paid \$ 2.00 Recording fee paid \$ 1.00 Special Fee paid \$

To the clerk of the Court of Chancery

IT IS HEREBY CERTIFIED that the within instrument, together with all Indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

STATE OF MARYLAND  
DEPARTMENT OF ASSESSMENTS AND TAXATION  
I have  
BY: *Clair J. Watson* 5-12-94  
This is a true and correct copy of the original on file in the office of the State Department of Assessments and Taxation.

STATE OF MARYLAND

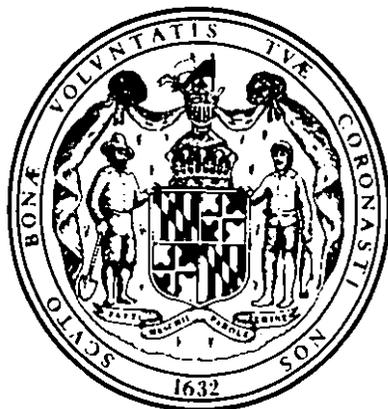
291172

DEPARTMENT OF  
ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, LEAH HAMM-CURRY OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT WHEELABRATOR CLEAN WATER SYSTEMS, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 12TH DAY OF MAY, 1994.

*Leah Hamm-Curry*  
LEAH HAMM-CURRY  
OFFICE SUPERVISOR I