

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

WHEELABRATOR FINANCIAL CORPORATION

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 FINANCIAL CORPORATION

SECOND: The name which it elects to use in Rhode Island is WHEELABRATOR
FINANCIAL CORPORATION

(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 Delaware

FOURTH: The date of its incorporation is October 9, 1980 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 229 South State Street, Dover, DE 19901

SIXTH: The address of its proposed registered office in Rhode Island is Suite 3-A, Dyar Street, Providence RI and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are to lease, rent, buy and sell real and personal property.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
(See Rider attached)	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

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 par

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 par

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 1,000

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 33,502,000

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 21,000

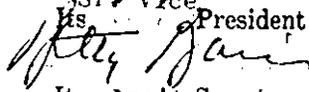
FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 3,500,000

FIFTEENTH: 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 \$ 12,000

SIXTEENTH: 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 January 30, 1981

WHEELABRATOR FINANCIAL CORPORATION
[Exact Corporate Name of Corporation Making Application]

By  Sr. Vice President
and  Its Ass't Secretary

STATE OF New Hampshire }
COUNTY OF Rockingham } Sc.

At Hampton in said County on the 30 day
of January 1981, before me personally appeared
Richard D. Rizzo, who being by me first duly sworn, declared that
he is the Sr. Vice President of WHEELABRATOR FINANCIAL CORPORATION
that he signed the foregoing document as such Sr. Vice President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

WHEELABRATOR FINANCIAL CORPORATION

RIDER

DIRECTORS

Peyton H. Houston
Indian Chase Dr.
Greenwich, CT 06830

Paul M. Montrone
Great Hill
Hampton Falls, NH 03844

Marc I. Stern
Pickpocket Woods
Exeter, NH 03833

OFFICERS

Paul M. Montrone
(see opposite)

Richard D. Rizzo
2 Matthew St.
Andover, MA 01810

Paul L. Barrett
32 Sweetbriar Ln.
Hampton, NH 03842

Anthony Paul Flask
74 Harborview Dr.
Rye, NH 03870

Michael C. Regan
22 Princeton St.
Danvers, MA 01923

Steven Shulman
29 Old Locke Rd.
North Hampton, NH 03862

Marc I. Stern
(see opposite)

Owen F. Leonard
15 Colonial Circle
Hampton, NH 03842

Peyton H. Houston
(see opposite)

Richard L. Buckingham
Exeter Rd.
Hampton Falls, NH 03844

Joseph E. Cox
536 Lafayette Rd.
Hampton, NH 03842

Anthony J. Garcia
65 Spring Grove Rd.
Andover, MA 01810

William Luke
Maple Ave.
Atkinson, NH 03811

Betty Borin
Powwow River Rd.
East Kingston, NH 03827

President

Sr. Vice President and
General Manager

Vice President

Vice President and
Assistant Secretary

Vice President

Vice President

Vice President

Treasurer

Secretary

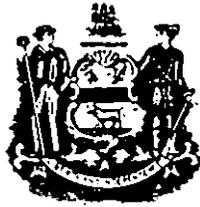
Assistant Treasurer

Assistant Treasurer

Assistant Treasurer

Assistant Treasurer

Assistant Secretary

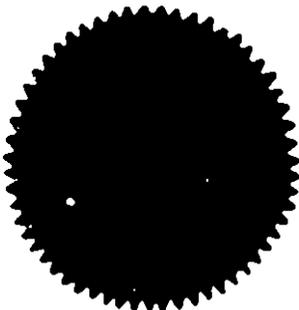


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "WHEELABRATOR LEASING CORPORATION", as received and
filed in this office the thirty-first day of December, A.D. 1980, at 4:30 o'clock P.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-third *day*
of January *in the year of our Lord*
one thousand nine hundred and eighty-one.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

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	<p>SECRETARY OF STATE DOVER, DELAWARE</p> <p>FEB 2 - 1981 E/1/33</p>
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