



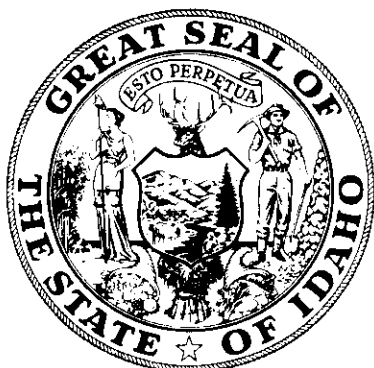
CERTIFICATE OF AUTHORITY
OF

ARCO ENVIRONMENTAL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ARCO ENVIRONMENTAL, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ARCO ENVIRONMENTAL, INC. to transact business in this State under the name ARCO ENVIRONMENTAL, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated August 14, 19 81



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is _____
ARCO ENVIRONMENTAL, INC.
2. *The name which it shall use in Idaho is _____
ARCO ENVIRONMENTAL, INC.
3. It is incorporated under the laws of _____ Delaware
4. The date of its incorporation is _____ January 17, 1979 _____ and the period of its duration is _____ Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
100 West Tenth Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Idaho is _____ 300 North 6th Street
Boise, Idaho 83701 _____, and the name of its proposed registered agent in Idaho at that address is _____ C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
SEE ATTACHED

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$100. Par Value

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100	Common	\$100. Par Value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

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

Dated July 31, 19 81.

ARCO ENVIRONMENTAL, INC.

By

J. H. Caldwell
J. H. Caldwell,

Its Vice President

and

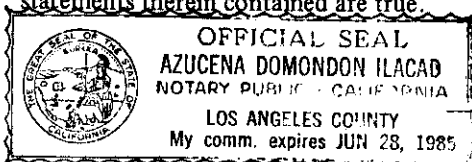
Barbara M. Hinds
Barbara M. Hinds,

Its Assistant Secretary

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss:

I, _____, a notary public, do hereby certify that on this 31st day of July, 19 81, personally appeared before me Barbara M. Hinds, who being by me first duly sworn, declared that he is the Assistant Secretary of ARCO ENVIRONMENTAL, INC.

that he signed the foregoing document as Assistant Secretary of the corporation and that the statements therein contained are true.



Azucena Domondon Ilacad
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

To participate in the world market for waste treatment facilities, the opportunity for which is occasioned by the treatment of water. Participation is to include, but is not limited to the design, engineering, construction and operational management of facilities, instrumentation and controls, either remote or integral.

DIRECTORS & OFFICERS

DIRECTORS

<u>N a m e</u>	<u>A d d r e s s</u>
R. R. Chambers	911 Wilshire Boulevard Los Angeles, California 90017
C. O. Goldsmith	515 South Flower Street Los Angeles, California 90071
F. X. McCormack	515 South Flower Street Los Angeles, California 90071

OFFICERS

<u>N a m e</u>	<u>T i t l e</u>	<u>A d d r e s s</u>
R. R. Chambers	President	911 Wilshire Boulevard Los Angeles, CA 90017
R. E. Whitaker	Vice President	6905 Sierra Court Dublin, California 94566
J. H. Caldwell	Vice President	911 Wilshire Boulevard Los Angeles, California 90017
E. T. McIntyre	Vice President	911 Wilshire Blvd. Los Angeles, CA 90017
Gerald D. Secundy	Treasurer	515 South Flower Street Los Angeles, California 90071
H. H. Lewis	Secretary	515 South Flower Street Los Angeles, California 90071
Barbara Hinds	Asst. Secy.	515 South Flower Street Los Angeles, California 90071

CERTIFICATE OF INCORPORATION

OF

ARCO ENVIRONMENTAL COMPANY, INC.

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SECRETARY OF STATE

1. The name of the corporation is:

ARCO ENVIRONMENTAL COMPANY, INC.

2. The address of its registered office in the State of Delaware is 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Hundred Dollars (\$100.00) amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00).

5. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by ballot.

6. The name and mailing address of the incorporator is:

W. J. Reif
100 West Tenth Street
Wilmington, Delaware 19801

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 17th day of JANUARY, 1979.



W. J. Reif

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

ARCO ENVIRONMENTAL COMPANY, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the board adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of ARCO ENVIRONMENTAL COMPANY, INC. be amended by changing the Article 1. thereof so that, as amended, said Article shall be and read as follows:

"1. The name of the corporation is ARCO ENVIRONMENTAL, INC."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 228 of The General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of the State of Delaware.

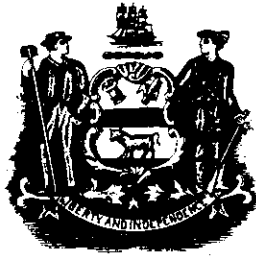
IN WITNESS WHEREOF, said ARCO ENVIRONMENTAL COMPANY, INC. has caused this certificate to be signed by R. R. Chambers its President, and attested by Barbara Hinds, its Assistant Secretary, this 29th day of March, 1979.

ARCO ENVIRONMENTAL COMPANY, INC.

By *R. R. Chambers*
R. R. Chambers, President

ATTEST:

By *Barbara Hinds*
Barbara Hinds, 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 page numbered 1, is a true and correct
copy of Certificate of Incorporation of the "ARCO ENVIRONMENTAL COMPANY, INC.", as
received and filed in this office the seventeenth day of January, A.D. 1979, at 1 o'clock
P.M.

And I do hereby further certify that the above and foregoing page numbered 1, is a
correct copy of Certificate of Amendment of the "ARCO ENVIRONMENTAL COMPANY, INC.", as
received and filed in this office the ninth day of April, A.D. 1979, at 10 o'clock A.M.

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



Glenn C. Kenton

Glenn C. Kenton, Secretary of State