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Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

100002976351--8

-12/18/97-01041-010

*****35.00 *****35.00

CORPORATION(S) NAME

Madson / Barr - Allwaste, Inc.

Changing name to:

Madson - Barr / Philip Utilities Management Corporation

FILED
91 DEC 18 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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TALLAHASSEE FLORIDA

SECTION I (1-3 must be completed)

- 1. MADSEN/BARR-ALLWASTE, INC.
Name of corporation as it appears within the records of the Department of State.
- 2. Incorporated under laws of: Delaware
- 3. Date authorized to do business in Florida: June 2, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 11, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

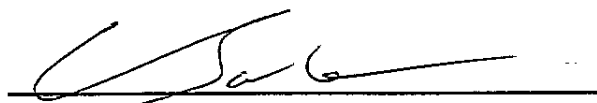
Madsen-Barr/Philip Utilities Management Corporation, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No change



Signature
Name and Title

Colin Soule - Secretary

December 10, 1997

Date

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MADSEN/BARR-ALLWASTE, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MADSEN-BARR/PHILIP UTILITIES MANAGEMENT CORPORATION, INC.", THE TWELFTH DAY OF DECEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel
Edward J. Freel, Secretary of State

2449018 8320

971430766

AUTHENTICATION:

8813978

DATE:

12-16-97