

MRD 7-20-99

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To the Honorable Commissioner of Patents and Trademarks: Please

1 the attached origir

1. Name of conveying party(ies):

USA Waste Services, Inc.



07-20-1999

U.S. Patent & TMOtc/TM Mail Rcpt Dt. #54

- Individual
- General Partnership
- Corporation-State: Delaware
- Other _____

- As. _____
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: July 16, 1998

me and address of receiving party(ies):

ne: Waste Management, Inc.

mal Address: _____

Street Address: 1001 Fannin

Suite 4000

City: Houston State: IL ZIP: 77002

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation-State: Delaware
- Other _____

Additional name(s) & address(es) attached: Yes No

A domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)

4. Application number(s) or registration number(s):

A. Trademark Application No(s): 75/496,642

B. Trademark Registration No(s): _____

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jon O. Nelson

Address: BANNER & WITCOFF, LTD.
Suite 3000
Ten South Wacker Drive
Chicago, Illinois 60606

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR §3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No. 01-0850

(Attach duplicate copy of this page if paying by deposit account.)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jon O. Nelson

Name of Person Signing

Signature

May 6, 1999

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "USA WASTE SERVICES, INC.", CHANGING ITS NAME FROM "USA WASTE SERVICES, INC." TO "WASTE MANAGEMENT, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 1998, AT 12:17 O'CLOCK P.M.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 9410424

DATE: 11-17-98

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
USA WASTE SERVICES, INC.

USA Waste Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

1. That the Board of Directors of the Corporation has approved resolutions recommending to the stockholders of the Corporation that the Corporation's Restated Certificate of Incorporation be amended in the following respects:

That Article First of the Corporation's Restated Certificate of Incorporation be deleted in its entirety, and the following be inserted in its place:

First: The name of the Corporation is "Waste Management, Inc."

That the first sentence of Article Fourth of the Corporation's Restated Certificate of Incorporation be deleted in its entirety, and the following be inserted in its place:

Fourth: The total number of shares of capital stock which the Corporation shall have authority to issue is one billion, five hundred and ten million (1,510,000,000), divided into one billion, five hundred million (1,500,000,000) shares of Common Stock of the par value of one cent (\$0.01) per share and ten million (10,000,000) shares of Preferred Stock of the par value of one cent (\$0.01) per share.

2. That said resolutions were duly approved by the stockholders of the Corporation at the special meeting of the stockholders of the Corporation held on July 15, 1998, notice of which was given in accordance with the provisions of Section 222 of the General Corporation Law of the State of Delaware.

3. That such amendments to the Corporation's Restated Certificate of Incorporation have been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment of the Corporation's Restated Certificate of Incorporation has been executed as of this 16th day of July, 1998.

USA WASTE SERVICES, INC.

By: 
Name: Gregory J. Sangalis
Title: Vice President and Secretary

ATTEST:

By: 
Name: Bryan J. Blankfield
Title: Assistant Secretary

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