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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Waste Management, Inc. of Florida
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

200002725612--0
-12/29/98--01096--001
*****70.00 *****70.00

4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILE
3rd

\$70.00

200002725612--0
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Examiner's Initials See 12/30

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WASTE MANAGEMENT OF ORLANDO, INC., a Florida corporation, 240165

GULF DISPOSAL, INC., a Florida corporation, 282147

CHARLOTTE LANDSCAPING AND SANITATION SERVICES INC., a Florida
corporation, 204287

INTO

WASTE MANAGEMENT INC. OF FLORIDA, a Florida corporation, 279946.

File date: December 29, 1998

Corporate Specialist: Teresa Brown

FILED
98 DEC 29 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER
OF
CHARLOTTE LANDSCAPING AND SANITATION SERVICES INC.
a Florida corporation,

AND

GULF DISPOSAL, INC.,
a Florida corporation

AND

WASTE MANAGEMENT OF ORLANDO, INC.
a Florida corporation

INTO

WASTE MANAGEMENT INC. OF FLORIDA,
a Florida corporation

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

FIRST: The plan of merger is as follows:

(1) Each of Charlotte Landscaping and Sanitation Services Inc. ("Charlotte"), Gulf Disposal, Inc. ("Gulf"), and Waste Management of Orlando, Inc. ("Orlando") (collectively the "Merging Corporations") will be merged into Waste Management Inc. of Florida, Inc. ("WMI"). WMI is hereinafter designated as the Surviving Corporation;

(2) The parties hereto shall be merged into a single corporation by each of the Merging Corporations merging into and with WMI, the Surviving Corporation, which Surviving Corporation shall survive the merger pursuant to, and shall be deemed to continue to exist under and be governed by, the provisions of the Florida Business Corporation Act, and whose name, upon and after the effectiveness of the merger, shall be "WASTE MANAGEMENT INC. OF FLORIDA" Upon such merger, the separate corporate existence of Charlotte, Gulf, and

Orlando shall cease and terminate, and the Surviving Corporation shall become the owner, without other transfer, of all the rights, franchises and properties, of every type and nature, of Charlotte, Gulf, and Orlando, and shall become subject to all the debts and liabilities of Charlotte, Gulf, and Orlando to the extent such companies were subject to such debts and liabilities.

(3)(a) **Outstanding Shares of WMI:** All of the shares of common stock of WMI that are issued and outstanding on the effective date of the merger, which shares are all held by Waste Management of North America, Inc., an Illinois corporation ("WMNA"), shall remain outstanding as shares of common stock of the Surviving Corporation, which shares of the Surviving Corporation shall continue to be issued, outstanding, fully paid and non-assessable.

(3)(b) **Outstanding Shares of Charlotte:** All of the shares of common stock of Charlotte that are issued and outstanding on the effective date of the merger, which shares are all held by WMI shall together and in the aggregate be automatically cancelled.

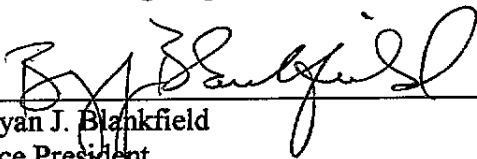
(3)(c) **Outstanding Shares of Gulf:** All of the shares of Gulf that are issued and outstanding on the effective date of the merger, which shares are held by WMI shall together and in the aggregate be automatically cancelled.

(3)(e) **Outstanding Shares of Orlando:** All of the shares of Orlando that are issued and outstanding on the effective date of the merger, which shares are held by WMI shall together and in the aggregate be automatically cancelled.

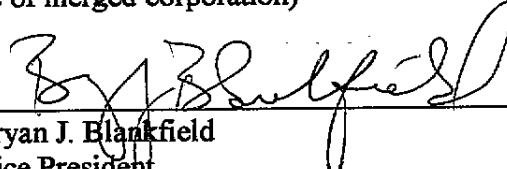
SECOND: The plan of merger was adopted by the shareholders of each of Charlotte, Gulf, and Orlando, each a Florida corporation, on the 21st day of December, 1998.

Signed this 21st day of December, 1998.

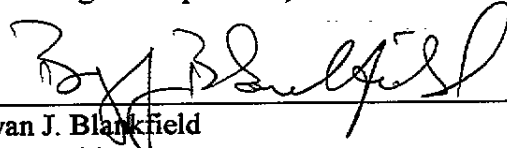
WASTE MANAGEMENT INC. OF FLORIDA, a Florida corporation
(name of surviving corporation)

By 
Bryan J. Blankfield
Vice President

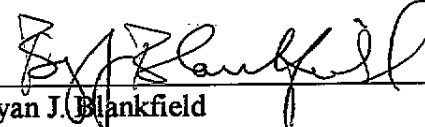
CHARLOTTE LANDSCAPING AND SANITATION SERVICES
INC., a Florida corporation
(name of merged corporation)

By: 
Bryan J. Blankfield
Vice President

GULF DISPOSAL, INC., a Florida corporation
(name of merged corporation)

By: 
Bryan J. Blankfield
Vice President

WASTE MANAGEMENT OF ORLANDO, INC., a
Florida corporation
(name of merged corporation)

By: 
Bryan J. Blankfield
Vice President