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**279946**

DATE: MAY 11, 2000

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

TYPE OF FILING:

ARTICLES OF MERGER

NAME:

WILLIAM C. SKUBA COMPANY, INC.

INTO

WASTE MANAGEMENT, INC. OF FLORIDA

SPECIAL INSTRUCTIONS:

NONE

COST: \_\_\_\_\_

*Merger  
5-12-00  
DAS*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00MAY 12 PM 2:57

00MAY 12 PM 12:04

**FILED RECEIVED**

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-05/12/00--01085--041  
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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

WILLIAM C. SKUBA COMPANY, INC., a Florida corporation, F85325

INTO

**WASTE MANAGEMENT INC. OF FLORIDA**, a Florida entity, 279946.

File date: May 12, 2000

Corporate Specialist: Doug Spittler

ARTICLES OF MERGER  
OF  
WILLIAM C. SKUBA CO., INC.  
(a Florida corporation)  
INTO  
WASTE MANAGEMENT, INC. OF FLORIDA,  
(a Florida corporation)

FILED  
00 MAY 12 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging William C. Skuba Co., Inc., a Florida corporation (the "Merging Corporation") with and into Waste Management, Inc. of Florida as approved and adopted by written consent of the shareholders of the Merging Corporation entitled to vote thereon given on Mar 24, 2000, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Waste Management, Inc. of Florida entitled to vote thereon given on Mar 24, 2000 in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

2. Waste Management, Inc. of Florida will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

Executed on Mar 24, 2000

WILLIAM C. SKUBA CO., INC.

By: Robert G. Simpson  
Robert G. Simpson, Vice President

WASTE MANAGEMENT, INC. OF FLORIDA

By: Robert G. Simpson  
Robert G. Simpson, Vice President

**PLAN OF MERGER**

This Plan of Merger ("Plan of Merger"), dated as of Mar 24, 2000, by and among William C. Skuba Co., Inc., a Florida corporation (the "Merging Corporation"), on the one hand, and WASTE MANAGEMENT, INC. OF FLORIDA, a Florida corporation (the "Surviving Corporation") on the other hand;

**WITNESSETH:**

WHEREAS, William C. Skuba Co., Inc. is a corporation organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, Waste Management, Inc. of Florida is a corporation organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the sole shareholder of the Merging Corporation and the sole shareholder of the Surviving Corporation is Waste Management Holdings, Inc., a Delaware corporation; and

WHEREAS, the Boards of Directors of all of the parties hereto deem it desirable and in the best interests of the respective corporations and their sole shareholders that the Merging Corporation be merged into and with the Surviving Corporation, such that the Surviving Corporation will be the surviving corporation of the merger and consolidation, whose name upon giving effect to such merger shall be "WASTE MANAGEMENT, INC. OF FLORIDA", as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions herein set forth, and each such Board of Directors has duly approved of and authorized the terms and conditions of this Plan of Merger and consolidation;

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the terms and conditions herein set forth, the parties hereto hereby agree as follows:

1. The name and state of incorporation of each of the corporations proposing to merge and consolidate are:

| <u>Name</u>                       | <u>State of Incorporation</u> |
|-----------------------------------|-------------------------------|
| Waste Management, Inc. of Florida | Florida                       |
| William C. Skuba Co., Inc.        | Florida                       |

2. The parties hereto shall be merged into a single corporation by the Merging Corporation merging with and into 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 laws of the State of Florida, and whose name, upon and after the effectiveness of the merger, shall be "WASTE MANAGEMENT, INC. OF FLORIDA" The address of the registered or principal office of the Surviving Corporation in its state of incorporation shall continue to be the same address as prior to the effectiveness of the merger. Upon such merger, the separate corporate existence of the Merging Corporation 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 the Merging Corporation, and shall become subject to all the debts and liabilities of the Merging Corporation to the extent such companies were subject to such debts and liabilities.

3. The Articles of Incorporation and Bylaws of the Surviving Corporation shall, upon the merger becoming effective, be the Articles of Incorporation and Bylaws, respectively, of the Surviving Corporation as in effect immediately prior to the effective date of the merger and without any further changes therein until the same shall be altered, amended, or repealed or until new Articles of Incorporation or Bylaws are adopted as provided therein and by law.

4. The names and addresses of the persons who shall constitute the Board of Directors and officers of the Surviving Corporation are those names and addresses of the persons who constitute the Board of Directors and officers, respectively, of the Surviving Corporation immediately prior to the effective date of the merger.

5. Shares of stock of each of the Merging Corporation and the Surviving Corporation shall be converted, exchanged or cancelled as follows:

(a) Outstanding Shares of the Merging Corporation: The shares of common stock of the Merging Corporation that are issued and outstanding on the effective date of the merger, shall together and in the aggregate be automatically cancelled.

(b) Outstanding Shares of the Surviving Corporation: The shares of common stock of the Surviving Corporation that are issued and outstanding on the effective date of the merger, 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.

6. This Plan of Merger shall be submitted to the respective sole shareholders of the parties hereto for their approval in the manner provided by the applicable laws of the State of Florida. After approval thereof by the sole shareholders of such corporations in the manner provided by the applicable laws, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable laws.

7. This Plan of Merger may be terminated and abandoned by action of the Board of Directors of either party at any time prior to the filing and recording of all required documents under the laws of the State of Florida, whether before or after approval by the respective sole shareholders of the corporate parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed by their respective officers effective on and as of the date above written.

WILLIAM C. SKUBA CO., INC.

By: Robert G. Simpson  
Robert G. Simpson, Vice President

WASTE MANAGEMENT, INC. OF FLORIDA

By: Robert G. Simpson  
Robert G. Simpson, Vice President