

279946

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MERGER OR SHARE EXCHANGE

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EXAMINER

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Waste Management Inc. of Florida</u>	<u>Florida</u>	<u>279946</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>DLA Investments, Inc.</u>	<u>Florida</u>	<u>P06000044973</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ / _____ / _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 03/10/2011 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 03/10/2011 and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER

This Plan of Merger ("Plan of Merger"), dated as of March 10, 2011, by and among DLA Investments, 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, DLA Investments, Inc. is a corporation organized and existing under and by virtue of the laws of the State of Florida;

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

WHEREAS, the sole shareholder of the Merging Corporation is the Surviving 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 the parties hereto deem it desirable and in the best interests of the respective corporations and their 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>Jurisdiction</u>
DLA Investments, Inc.	Florida
Waste Management Inc. of Florida	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 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 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, whether before or after approval by the respective shareholders of the corporate parties hereto.