

357432

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092

CORPORATION(S) NAME

700002896407--3
-06/07/99--01083--011
*****87.50 *****87.50

Prism Integrated Sanitation Management Inc.
merging with and into:
Prism Sanitation Management, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN -7 PM 12:00

FILED

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merge
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS/ G/S
- After 4:30
- Pick Up

Name	67199
Availability	dec
Document Examiner	
Updater	
Verifier	
Acknowledgment	

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
6/9

99 JUN -7 AM 11:22

RECEIVED

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

THANK YOU ! Amanda Kent

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRISM INTEGRATED SANITATION MANAGEMENT, INC., A FLORIDA
CORPORATION, 357432

,

INTO

**PRISM SANITATION MANAGEMENT, LLC, A DELAWARE LIMITED
LIABILITY COMPANY, entity not qualified in Florida.**

File date: June 7, 1999

Corporate Specialist: Diane Cushing

ARTICLES OF MERGER

FILED
 99 JUN -7 12:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. PRISM Integrated Sanitation Management, Inc. 8300 Executive Center Dr. Miami, FL 33166	Florida	Corporation
Florida Document/Registration Number: <u>357432</u>		FEI Number: <u>59-1278248</u>
2. PRISM Sanitation Management, LLC 8300 Executive Center Dr. Miami, FL 33166	Delaware	Limited Liability Company
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>65-0923846</u>
3.		
Florida Document/Registration Number: _____		FEI Number: _____
4.		
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

99 JUN 10 PM 12:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>PRISM Sanitation Management, LLC</u> <u>8300 Executive Center Dr.</u> <u>Miami, FL 33166</u>	<u>Delaware</u>	<u>Limited Liability Company</u>

Florida Document/Registration Number: N/A FEI Number: 65-0923846

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
PRISM Integrated SANITATION Management, Inc.	Florida
PRISM Sanitation Management, LLC	Delaware

FILED
99 JUN -7 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
PRISM Sanitation Management, LLC	Delaware

THIRD: The terms and conditions of the merger are as follows:

SEE ATTACHED -- Certificate of Merger

(Attach additional sheet(s) if necessary)

FOURTH:

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Mailing address:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILING FEES:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	\$52.50
For each Corporation:	\$35.00
For each General Partnership	\$25.00
All Others:	No Charge

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

S.C. Johnson Commercial Markets, Inc., is the sole shareholder/member of the merged parties, accordingly, no additional interests were issued as a result of the merger.

FILED
JUN - 7 PM 12: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

S.C. Johnson Commercial Markets, Inc., is the sole shareholder/member of the merged parties, accordingly, no additional interests will be issued as a result of the merger

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

N / A

If General Partner is a Non-Individual,

Name(s) and Address(es) of General Partner(s)

N/A

Florida Document/Registration Number

FILED
99 JUN -7 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

J. Gary Raley 312 N. Vincennes Circle Racine, WI 53402
W. John Walley 3501 Taylor Ave. Racine, WI 53405
JoAnne Brandes 9130 Kensington Way Franklin, WI 53132
David Callewaert 1906 Raymond Ave. Franksville, WI 53126
Paulo Bello 8300 Executive Center Dr. Miami, FL 33166

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Delaware Certificate of Merger -- Attached

EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)

CERTIFICATE OF MERGER
 OF
 PRISM INTEGRATED SANITATION MANAGEMENT, INC.
 INTO
 PRISM SANITATION MANAGEMENT, LLC

99 JUN - 7 PM 12: 00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED

Under Section 18-209 of the Delaware Limited Liability Company Act

The undersigned, JoAnne Brandes, Senior Vice President, General Counsel and Secretary of S. C. Johnson Commercial Markets, Inc. ("CMI"), the sole shareholder of Prism Integrated Sanitation Management, Inc., and the sole member of PRISM Sanitation Management, LLC, hereby certifies as follows:

1. (a) The name of each constituent entity is Prism Integrated Sanitation Management, Inc., a corporation of the State of Florida, and PRISM Sanitation Management, LLC, a limited liability company of the State of Delaware.

(b) The name of the surviving company is PRISM Sanitation Management, LLC, and following the merger its name shall remain PRISM Sanitation Management, LLC.

2. As to each constituent entity, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Entity</u>	<u>Designation and No. of Outstanding Shares</u>	<u>Class or Series of shares entitled to vote</u>	<u>Shares entitled to vote as a class or series</u>
Prism Integrated Sanitation Management, Inc	Common/ 56	Common	56
PRISM Sanitation Management, LLC	N/A	N/A	N/A

3. (a) The Certificate of Incorporation of Prism Integrated Sanitation Management, Inc. was filed with the Secretary of State for the State of Florida on the 31st day of December, 1969.

(b) The Certificate of Formation of PRISM Sanitation Management, LLC was filed with the Secretary of State for the State of Delaware on the 24th day of May, 1999.

4. The merger was adopted by each constituent entity in the following manner:

(a) As to PRISM Integrated Sanitation Management, Inc., by written consent of the Secretary of CMI, the sole shareholder of the corporation.

(b) As to PRISM Sanitation Management, LLC, by written consent of the sole member of the company.

5. Immediately upon the effectiveness of said merger, the officers and directors of Prism Integrated Sanitation Management, Inc. will become the officers and directors of PRISM Sanitation Management, LLC.

The merger shall be effective on the date of filing.

IN WITNESS WHEREOF, we have signed this Certificate on the 4th day of June, 1999 and the statements contained therein are affirmed as true under the penalties of perjury.

PRISM INTEGRATED SANITATION
MANAGEMENT, INC.

By: S.C. Johnson Commercial Markets, Inc.,
its sole shareholder

By: JoAnne Brandes
JoAnne Brandes,
Senior Vice President, General Counsel
and Secretary

PRISM SANITATION MANAGEMENT, LLC

By: S.C. Johnson Commercial Markets, Inc.,
its sole member

By: JoAnne Brandes
JoAnne Brandes,
Senior Vice President, General Counsel
and Secretary