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DATE: DECEMBER 16, 1999

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

TYPE OF FILING
ARTICLES OF MERGER

merge
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE NAME

NORTH BROWARD COUNTY RESOURCE RECOVERY
PROJECT, INC.

INTO

WHEELABRATOR NORTH BROWARD, INC.

900003073679-8
-12/17/99-01050-003
*****70.00 *****70.00

SPECIAL INSTRUCTIONS:

NONE

COST:

OK
12/17/99

Wes Clarke

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

NORTH BROWARD COUNTY RESOURCE RECOVERY PROJECT, INC. a Fla
corp. H31023

into

WHEELABRATOR NORTH BROWARD INC., a Delaware entity P21997

File date: December 16, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
NORTH BROWARD COUNTY RESOURCE RECOVERY PROJECT, INC.,
(a Florida corporation)
INTO
WHEELABRATOR NORTH BROWARD, INC.,
(a Delaware corporation)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of the State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following certificate of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Florida, and which is subject to the provisions of the Florida Business Corporation Act, is North Broward County Resource Recovery Project, Inc.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is Wheelabrator North Broward, Inc..

3. The following is the Plan of Merger for merging North Broward County Resource Recovery Project, Inc. into Wheelabrator North Broward, Inc. as approved by resolution of the Board of Directors of Wheelabrator North Broward, Inc.. Approval by the shareholders was not required. The plan of merger was adopted by the directors on Nov. 22, 1999.

Wheelabrator North Broward, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of North Broward County Resource Recovery Project, Inc. which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges North Broward County Resource Recovery Project, Inc. into Wheelabrator North Broward, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Wheelabrator North Broward, Inc..

The separate existence of North Broward County Resource Recovery Project, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Wheelabrator North Broward, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

The issued shares of North Broward County Resource Recovery Project, Inc. shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.

The Board of Directors and the proper officers of North Broward County Resource Recovery Project, Inc. and Wheelabrator North Broward, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

4. Wheelabrator North Broward, Inc. is the owner of all of the issued shares of North Broward County Resource Recovery Project, Inc., and Wheelabrator North Broward, Inc. waived the mailing of a copy of the Plan of Merger.

5. The laws of the jurisdiction of organization of North Broward County Resource Recovery Project, Inc. and Wheelabrator North Broward, Inc. permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of Wheelabrator North Broward, Inc.; and the merger of North Broward County Resource Recovery Project, Inc. into Wheelabrator North Broward, Inc. is in compliance with the laws of the jurisdiction of organization of Wheelabrator North Broward, Inc..

Executed on Nov 22, 1999.

WHEELABRATOR NORTH BROWARD, INC.

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

NORTH BROWARD COUNTY RESOURCE
RECOVERY PROJECT, INC.

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

PLAN OF MERGER

This Plan of Merger ("Plan of Merger"), dated as of Nov 22, 1999, by and among North Broward County Resource Recovery Project, Inc., a Florida corporation (the "Merging Corporation"), on the one hand, and WHEELABRATOR NORTH BROWARD, INC., a Delaware corporation (the "Surviving Corporation") on the other hand;

WITNESSETH:

WHEREAS, North Broward County Resource Recovery Project, Inc. is a corporation organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, Wheelabrator North Broward, Inc. is a corporation organized and existing under and by virtue of the laws of the State of Delaware; and

WHEREAS, the sole shareholder of the Merging Corporation is Wheelabrator North Broward, Inc. and the sole shareholder of the Surviving Corporation is Wheelabrator Environmental Systems, 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 "WHEELABRATOR NORTH BROWARD, INC.", as authorized by the statutes of the State of Delaware 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>
Wheelabrator North Broward, Inc.	Delaware
North Broward County Resource Recovery Project, 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 Delaware, and whose name, upon and after the effectiveness of the merger, shall be "WHEELABRATOR NORTH BROWARD, INC." 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, which shares are all held by Wheelabrator North Broward, Inc., 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, which shares are all held by Wheelabrator Environmental Systems, Inc., 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 under the laws of the State of Delaware, 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.

NORTH BROWARD COUNTY RESOURCE
RECOVERY PROJECT, INC.

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

WHEELABRATOR NORTH BROWARD, INC.

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