

P98000070285

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

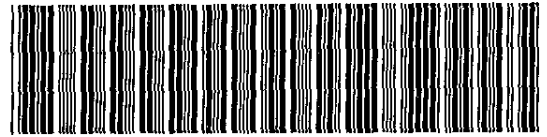
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300009626443

12/26/02--01053--006 **70.00

RECEIVED
02 DEC 26 AM 11:13
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/02

12/27/02
merger
SO

FILED
02 DEC 26 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUPERIOR WASTE SERVICES OF ALABAMA, INC., a nonqualified Alabama corp.

INTO

ONYX WASTE SERVICES SOUTHEAST, INC., a Florida entity,
P98000070285.

File date: December 26, 2002 , effective December 31, 2002

Corporate Specialist: Susan Payne

CT CORPORATION

December 26, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5752675 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Superior Waste Services of Alabama, Inc. (AL)
Post-Merger Foreign Filing(s)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Onyx Waste Services Southeast, Inc.	Florida	998000070285
_____	_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Superior Waste Services of Alabama, Inc.	Alabama	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

EFFECTIVE DATE
12/31/02

FILED
02 DEC 26 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 12 / 31 / 02 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 October 15, 2002

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.


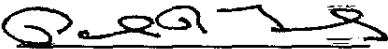
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 15, 2002

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

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Onyx Waste Services Southeast, Inc.		Paul R. Jenks, President
Superior Waste Services of Alabama, Inc.		Paul R. Jenks, President

PLAN OF MERGER

THIS PLAN OF MERGER is made as of the 19th day of October 2002, by and among ONXY WASTE SERVICES, INC., a Wisconsin corporation ("Onyx"), ONXY WASTE SERVICES SOUTHEAST, INC. (f/k/a ONXY WASTE SERVICES OF FLORIDA, INC.), a Florida corporation ("Onyx Southeast" or the "Surviving Corporation") and SUPERIOR WASTE SERVICES OF ALABAMA, INC., an Alabama corporation (the "Merging Corporation").

RECITALS

WHEREAS, Onyx Southeast and the Merging Corporation are wholly owned subsidiaries of Onyx; and

WHEREAS, Onyx, Onyx Southeast and the Merging Corporation deem it advisable and to the advantage of each corporation that the Merging Corporations be merged into Onyx Southeast for the purposes of obtaining greater efficiency and economy in the management of the business of each corporation.

NOW, THEREFORE, in consideration of the Recitals and of the mutual covenants and promises contained herein, the parties agree as follows:

1. **Merger.** The Merging Corporation shall merge with and into Onyx Southeast and the Surviving Corporation shall continue to exist under the laws of the State of Wisconsin and shall register to do business in the State of Alabama.
2. **Articles of Incorporation.** The Articles of Incorporation, as amended, of Onyx Southeast at the Effective Time (as defined herein) shall be the Articles of Incorporation of the Surviving Corporation.
3. **Effective Time.** The term "Effective Time" shall mean December 31, 2002.
4. **Bylaws.** The Bylaws of Onyx Southeast shall be the Bylaws of the Surviving Corporation, until amended as provided therein.
5. **Officers and Directors.** The officers of the Surviving Corporation at the Effective Time shall be Paul R. Jenks, President; Jeffrey P. Adix, Vice President; Richard L. Burke, Vice President; James C. Maher, Vice President; George K. Farr, Treasurer; Raphael B. Bruckert, Assistant Treasurer; Henry P. Karius, Assistant Treasurer; Jane A. Fowler, Secretary; and Scott S. Cramer, Assistant Secretary, and the directors of the Surviving Corporation at the Effective Time shall be G.W. "Bill" Dietrich, Paul R. Jenks and George K. Farr to serve until the next annual meeting of the shareholders and directors and until their respective successors have been duly elected or appointed and qualified.

6. **Conversion of Shares.** At the Effective Time of the Merger, each of the issued and outstanding shares of common stock of the Merging Corporation shall be cancelled without consideration.

7. **Effect of Merger.** At the Effective Time, the Merging Corporation shall be merged into Onyx Southeast, which shall be the Surviving Corporation and which shall continue its corporate existence under the laws of the State of Wisconsin. The separate existence and the corporate organization of the Merging Corporation shall cease at the Effective Time, and the Surviving Corporation shall possess all rights, privileges, immunities and franchises, of a public and of a private nature, of each Onyx Southeast and the Merging Corporation; and all the property, real, personal and mixed, and all debts due in whatever account, and all other causes of action, and all and every other interest of or belonging to each of Onyx Southeast or the Merging Corporation shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of Onyx Southeast and the Merging Corporation.

8. **Abandonment of Plan.** Notwithstanding anything contained herein to the contrary, this Plan of Merger may be terminated and abandoned by the Board of Directors of Onyx Southeast and the Merging Corporation at any time prior to the Effective Time of the Articles of Merger, subject to the contractual rights of the parties.

IN WITNESS WHEREOF, this Plan of Merger is entered into effective the day and year first above written.

Sole Shareholder:
ONYX WASTE SERVICES, INC.

Paul R. Jenks, President

**ONYX WASTE SERVICES
SOUTHEAST, INC.**
(fka ONYX WASTE SERVICES OF
FLORIDA, INC.)

Paul R. Jenks, President

**SUPERIOR WASTE SERVICES OF
ALABAMA, INC.**

Paul R. Jenks, President