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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Virginia Water & Waste Supply Company, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 DEC 28 PM 3:36

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Merge  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HSI BESTROUTE INVESTMENT, INC., a Florida corporation, document number  
P99000096163

INTO

**VIRGINIA WATER & WASTE SUPPLY COMPANY, INC.**, a Virginia entity not  
qualified in Florida

File date: December 28, 2001, effective December 31, 2001

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER  
OF  
HSI BESTROUTE INVESTMENT, INC.  
AND

VIRGINIA WATER & WASTE SUPPLY COMPANY, INC.

FILED  
01 DEC 28 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

EFFECTIVE DATE  
12-31-01

Pursuant the provisions of the Florida Business Corporation Act, the Florida business corporation and the foreign business corporation named below do hereby adopt the following Articles of Merger:

1. The name of the surviving corporation corporation, which is a business corporation organized under the laws of the Commonwealth of Virginia, is Virginia Water & Waste Supply Company, Inc. (the "Surviving Corporation").
2. The name of the non-surviving corporation, which is a business corporation organized under the laws of the State of Florida, is HSI bestroute Investment, Inc. (the "Non-Surviving Corporation").
3. The Agreement and Plan of Merger (the "Plan") for merging the Non-Surviving Corporation with and into the Surviving Corporation, as approved by unanimous written consent of the Board of Directors of the Non-Surviving Corporation on December 27, 2001, is annexed hereto and is hereby made a part of these Articles of Merger.
4. The merger of the Non-Surviving Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Surviving Corporation and is in compliance with said laws. The date of adoption of the Plan by unanimous written consent of the Board of Directors of the Surviving Corporation was December 27, 2001.
5. The merger of the Non-Surviving Corporation with and into the Surviving Corporation was approved by unanimous written consent of the sole shareholder of the Non-Surviving Corporation dated December 27, 2001, and was approved by unanimous written consent of the sole shareholder of the Surviving Corporation dated December 27, 2001.
6. The effective time and date of the merger herein provided for shall be 11:59p.m. on December 31, 2001.

Holland and Knight

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 27<sup>th</sup> day of December, 2001.

**"Non-Surviving Corporation"**

HSI bestroute Investment, Inc.,  
a Florida corporation

By: Thomas Morgan  
Name: Thomas Morgan  
Title: President

**"Surviving Corporation"**

Virginia Water & Waste Supply  
Company, Inc.,  
a Virginia corporation

By: Thomas Morgan  
Name: Thomas Morgan  
Title: vice President

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is adopted by HSI Bestroute Investment, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 27, 2001, and adopted by Virginia Water & Waste Supply Company, Inc., a business corporation organized under the laws of the Commonwealth of Virginia, by resolution of its Board of Directors on December 27, 2001. The names of the corporations planning to merge are HSI Bestroute Investment, Inc., a business corporation organized under the laws of the State of Florida ("HSI"), and Virginia Water & Waste Supply Company, Inc., a business corporation organized under the laws of the Commonwealth of Virginia. The name of the surviving corporation into which HSI plans to merge is Virginia Water & Waste Supply Company, Inc.

1. HSI and Virginia Water & Waste Supply Company, Inc., shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the Virginia Stock Corporation Act, be merged with and into a single corporation, to wit, Virginia Water & Waste Supply Company, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Virginia Stock Corporation Act. The separate existence of HSI, which is sometimes hereinafter referred to as the "Non-Surviving Corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the Surviving Corporation at the effective time and date of the merger shall be the Articles of Incorporation of said Surviving Corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

3. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors and officers or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued share of the Non-Surviving Corporation shall, at the effective time and date of the merger, be cancelled. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Non-Surviving Corporation, and the Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

7. In the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Non-Surviving Corporation, and in the event that the Agreement and Plan of Merger shall have been approved by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Virginia Stock Corporation Act, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the Commonwealth of Virginia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, 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 Agreement and Plan of Merger or of the merger herein provided for.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

The undersigned duly authorized representatives of the Surviving Corporation and the Non-Surviving Corporation have executed this Agreement and Plan of Merger as of the 27<sup>th</sup> day of December, 2001.

**"Surviving Corporation"**

**Virginia Water & Waste Supply Company, Inc.**

By: Thomas Morgan  
Name: Thomas Morgan  
Title: President  
Vice

Executed on December 27, 2001.

**"Non-Surviving Corporation"**

**HSI Bestroute Investment, Inc.**

By: Thomas Morgan  
Name: Thomas Morgan  
Title: President

Executed on December 27, 2001

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