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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

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Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

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CORPORATION(S) NAME

Jennings Chambers Acquisition Corp.
into:
Chambers Waste Systems of Florida, Inc.

Profit

NonProfit

Limited Liability Co.

Foreign

Amendment

Dissolution/Withdrawal

Merger

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Limited Partnership

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L64522

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

JENNINGS CHAMBERS ACQUISITION CORP., a Delaware corporation not qualified in Florida

INTO

CHAMBERS WASTE SYSTEMS OF FLORIDA, INC. which changed its name to
OKEECHOBEE LANDFILL, INC., a Florida corporation, L64522.

File date: December 24, 1997

Corporate Specialist: Velma Shepard

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

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TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

| <u>Name of corporation</u> | <u>State/country of incorporation</u> |
|--|---------------------------------------|
| Chambers Waste Systems of Florida, Inc. | Florida |
| <u>Jennings Chambers Acquisition Corp.</u> | Delaware |

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 – 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S.

FOURTH: The plan of merger is as follows:

Jennings Chambers Acquisition

(1) _____ Corp., a Delaware corporation (“Newco”), will be merged into Chambers Waste Systems of Florida, Inc., a Florida corporation (“Florida”). Florida is hereinafter designated as the “Surviving Corporation.”

(2) The parties hereto shall be merged into a single corporation by Newco merging into and with Florida, 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 Florida Business Corporations Act, and whose name upon the effectiveness of the merger shall be “Okeechobee Landfill, Inc.” Upon such merger, the separate corporate existence of Newco 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 Newco and shall become subject to all the debts and liabilities of N to the extent such company was subject to such debts and liabilities.

(3)(a)

(i) Outstanding Shares of Newco. The 100 shares of common stock, \$.01 par value per share, of Newco that are issued and outstanding on the effective date of the merger, which shares are all held by Jennings Environmental Services, Inc., a Florida corporation, shall together and in the aggregate be automatically converted into 100 shares of common stock, par value \$ 1.00 per share, of Florida.

(ii) Outstanding Shares of Florida. The 1,000 shares of common stock, \$ 1.00 par value per share, of Florida that are issued and outstanding on the effective date of the merger, which shares are all held by Chambers Development Company, Inc., a Delaware corporation, shall together and in the aggregate be automatically converted into 100 shares, par value \$ 1.00 per share of Jennings Environmental Services, Inc., a Florida corporation.

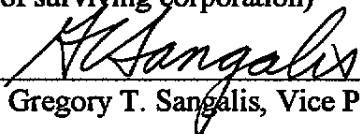
(3)(b) The manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any of the corporation or, in whole or in part, into cash or other property. None.

FIFTH: Article I of the Articles of Incorporation of Chambers Waste Systems of Florida, Inc., the Surviving Corporation, is hereby amended to read in its entirety as follows: "The name of the corporation is: Okeechobee Landfill, Inc."

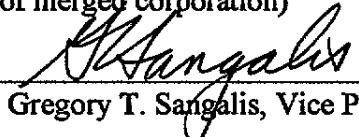
SIXTH: The plan of merger was adopted by the shareholders of Florida on the 15th day of December, 1997, and was adopted by the shareholders of Newco on the 15th day of December, 1997.

Signed this 15th day of December, 1997.

CHAMBERS WASTE SYSTEMS OF FLORIDA, INC., a
Florida corporation
(name of surviving corporation)

By: 
Gregory T. Sangalis, Vice President

Jennings Chambers Acquisition Corp., a Delaware corporation
(name of merged corporation)

By: 
Gregory T. Sangalis, Vice President