

279946  
FILE 4th

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Florida Filing & Search Services  
Requestor's Name

17/29/98

Address

City/State/Zip

6608-4318  
Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Waste Management, Inc. of Florida  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
98 DEC 29 PM 3:20  
SECRETARY OF STATE  
TALAHASSEE, FLORIDA

RECEIVED  
98 DEC 29 PM 2:39

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 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILE  
4th

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-12/29/98--01096--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Examiner's Initials    Joe 12/30

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PARK SERVICES, INC., a Delaware corporation, P17196

INTO

**WASTE MANAGEMENT INC. OF FLORIDA**, a Florida corporation, 279946.

File date: December 29, 1998

Corporate Specialist: Teresa Brown

STATE OF FLORIDA  
ARTICLES OF MERGER

OF

PARK SERVICES, INC.  
a Delaware corporation,

INTO

WASTE MANAGEMENT INC. OF FLORIDA,  
a Florida corporation

**FILED**  
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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

**FIRST:** The plan of merger is as follows:

(1) Park Services, Inc. ("Park") will be merged into Waste Management, Inc. of Florida ("WMI"). WMI is hereinafter designated as the Surviving Corporation;

(2) The parties hereto shall be merged into a single corporation by Park merging into and with WMI, 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 Corporation Act, and whose name, upon and after the effectiveness of the merger, shall be "WASTE MANAGEMENT INC. OF FLORIDA" Upon such merger, the separate corporate existence of Park 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 Park, and shall become subject to all the debts and liabilities of Park to the extent such companies were subject to such debts and liabilities.

(3)(a) Outstanding Shares of WMI: All of the shares of common stock of WMI that are issued and outstanding on the effective date of the merger, which shares are all held by Waste Management of North America, Inc., an Illinois corporation ("WMNA"), 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.

(3)(b) Outstanding Shares of Park: All of the shares of common stock of Park that are issued and outstanding on the effective date of the merger shall together and in the aggregate be automatically cancelled.

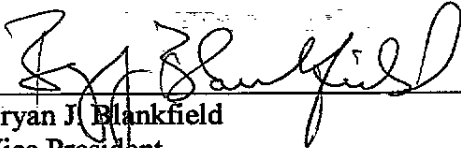
**SECOND:** The plan of merger was adopted by the shareholders of each of Park, a Delaware corporation, and WMI, a Florida corporation, on the 21<sup>st</sup> day of December, 1998.

**THIRD:** 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.

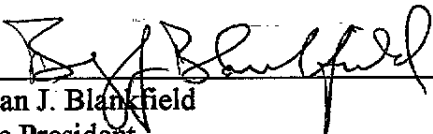
**FOURTH:** The foreign corporation complies with section 607.1105 F.S. if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 – 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105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

Signed this 21<sup>st</sup> day of December, 1998.

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

By   
Bryan J. Blankfield  
Vice President

PARK SERVICES, INC., a Delaware corporation  
(name of merged corporation)

By   
Bryan J. Blankfield  
Vice President