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TALLAHASSEE, FLORIDA

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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 #)

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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

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7th

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100002725651--9  
-12/29/98--01096--009  
\*\*\*\*245.00 \*\*\*\*\*35.00

Examiner's Initials  
[Signature] 12/30

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

GAINESVILLE WASTE, INC., a Florida corporation, P97000036273

H & I SAND AND CLAY ENTERPRISES, INC., a Florida corporation,  
P93000015026

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

GAINESVILLE WASTE, INC.,  
a Florida corporation

AND

H&I SAND <sup>AND</sup> CLAY ENTERPRISES, INC.,  
a Florida corporation

INTO

WASTE MANAGEMENT INC. OF FLORIDA,  
a Florida corporation

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Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

FIRST: The plan of merger is as follows:

(1) Each of Gainesville Waste, Inc. ("Gainesville") and H&I Sand Clay Enterprises, Inc. ("H&I") 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 each of Gainesville and H&I 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 Gainesville and H&I 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 Gainesville and H&I, and shall become subject to all the debts and liabilities of Gainesville and H&I 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 Gainesville: All of the shares of Gainesville that are issued and outstanding on the effective date of the merger, which shares are all held by WMI, shall together and in the aggregate be automatically cancelled.

(3)(c) Outstanding Shares of H&I: All of the shares of H&I that are issued and outstanding on the effective date of the merger, which shares are all held by WMI, shall together and in the aggregate be automatically cancelled.

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

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  
Bryan J. Blankfield  
Vice President

GAINESVILLE WASTE, INC., a Florida corporation  
(name of merged corporation)

By Bryan J. Blankfield  
Bryan J. Blankfield  
Vice President

H&I SAND <sup>AND</sup> CLAY ENTERPRISES, INC., a Florida corporation  
(name of merged corporation)

By Bryan J. Blankfield  
Bryan J. Blankfield  
Vice President