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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

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-12/29/98--01084--025

*****70.00 *****70.00

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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****245.00 *****70.00

Examiner's Initials

See 12/30

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WASTE RESOURCES OF TAMPA BAY, INC., a Florida corporation, 474944

WASTE MANAGEMENT OF PINELLAS COUNTY, INC., a Florida corporation,
G93773

USA WASTE OF FLORIDA, INC., a Florida corporation, V22598

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

USA WASTE OF FLORIDA, INC.,
a Florida corporation,

AND

WASTE MANAGEMENT OF PINELLAS COUNTY, INC.,
a Florida corporation,

AND

WASTE RESOURCES OF TAMPA BAY, INC.,
a Florida corporation

INTO

WASTE MANAGEMENT INC. OF FLORIDA,
a Florida corporation

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 USA Waste of Florida, Inc. ("USA"), Waste Management of Pinellas County, Inc. ("Pinellas") and Waste Resources of Tampa Bay, Inc. ("Tampa Bay") will be merged into Waste Management Inc. of Florida, Inc. ("WMI") is hereinafter designated as the Surviving Corporation;

(2) The parties hereto shall be merged into a single corporation by each of USA, Pinellas and Tampa Bay merging into and with USA, 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 USA, Pinellas and Tampa Bay 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 USA, Pinellas and Tampa Bay, and shall become subject to all the debts and liabilities of USA, Pinellas and Tampa Bay to the extent such companies were subject to such debts and liabilities.

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(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 USA: All of the shares of common stock of USA that are issued and outstanding on the effective date of the merger, which shares are all held by WMNA shall together and in the aggregate be automatically cancelled.

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

(3)(d) Outstanding Shares of Tampa Bay: All of the shares of Tampa Bay that are issued and outstanding on the effective date of the merger, which shares are all held by WMNA, shall together and in the aggregate be automatically cancelled.

SECOND: The plan of merger was adopted by the shareholders of each of USA, Pinellas, Tampa Bay and WMI, each a Florida corporation, on the 21st day of December, 1998.

Signed this 21st day of December, 1998.

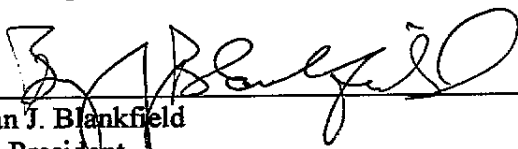
WASTE MANAGEMENT INC. OF FLORIDA, a Florida
corporation
(name of surviving corporation)

By Bryan J. Blankfield
Bryan J. Blankfield
Vice President

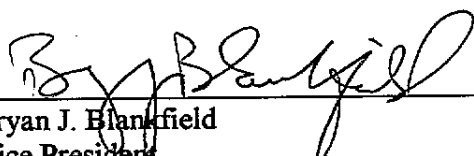
USA WASTE OF FLORIDA, INC., a Florida corporation
(name of merged corporation)

By Bryan J. Blankfield
Bryan J. Blankfield
Vice President

WASTE MANAGEMENT OF PINELLAS COUNTY,
INC., a Florida corporation
(name of merged corporation)

By 
Bryan J. Blankfield
Vice President

WASTE RESOURCES OF TAMPA BAY, INC., a Florida
corporation
(name of merged corporation)

By 
Bryan J. Blankfield
Vice President

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