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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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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
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<input type="checkbox"/>	Name Reservation

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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILE 6th

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-12/29/98--01096--006  
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900002725649--5  
-12/29/98--01096--009  
\*\*\*\*\*245.00 \*\*\*\*\*35.00

Examiner's Initials

Jew 12/30

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ENGLEWOOD DISPOSAL COMPANY, INC., a Florida corporation,  
P97000024419

BOONE WASTE INDUSTRIES, INC., a Florida corporation, K98891

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

BOONE WASTE INDUSTRIES, INC.,  
a Florida corporation,

AND

ENGLEWOOD DISPOSAL COMPANY, INC.,  
a Florida corporation,

INTO

WASTE MANAGEMENT INC. OF FLORIDA,  
a Florida corporation

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 Boone Waste Industries, Inc. ("Boone") and Englewood Disposal Company, Inc. ("Englewood"), 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 Boone and Englewood 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 Boone and Englewood 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 Boone and Englewood and shall become subject to all the debts and liabilities of Boone and Englewood 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.

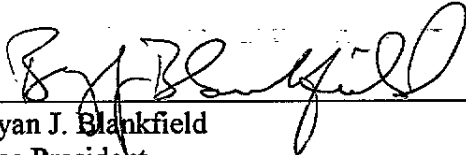
(3)(b) Outstanding Shares of Boone: All of the shares of common stock of Boone that are issued and outstanding on the effective date of the merger, which shares are all held by Waste Management Holdings, Inc., a Delaware corporation ("Holdings") shall together and in the aggregate be automatically cancelled.

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

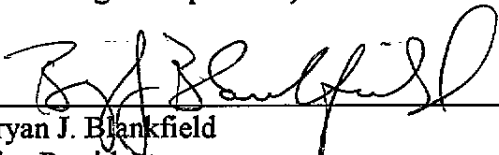
SECOND: The plan of merger was adopted by the shareholders of each of Boone, Englewood and WMI, each a Florida corporation, on the 21<sup>st</sup> day of December, 1998.

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

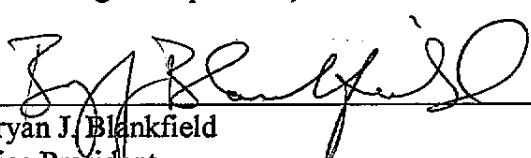
WASTE MANAGEMENT, INC. OF FLORIDA, a Florida  
corporation  
(name of surviving corporation)

By   
Bryan J. Blankfield  
Vice President

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

By   
Bryan J. Blankfield  
Vice President

ENGLEWOOD DISPOSAL COMPANY, INC., a Florida  
corporation  
(name of merged corporation)

By   
Bryan J. Blankfield  
Vice President