

279946

Florida Filing
Requestor's Name
12/21 3260 W. Baldwin Dr
Address
City/State/Zip Phone #
6684318

Office Use Only

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

- 1. Eastern Deal Properties Inc
(Corporation Name) (Document #)
- 2. into Merger
(Corporation Name) (Document #)
- 3. Waste Management Inc
(Corporation Name) (Document #)
- 4.
(Corporation Name) (Document #)

FILED
99 DEC 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- 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

600003076806--7
-12/21/99--01063--024
***175.00 ***175.00

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

RECEIVED
99 DEC 21 AM 11:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials
DR



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 22, 1999

Florida Filing
3260 W. Baldwin Dr.
Tallahassee, FL

SUBJECT: EASTERN REAL PROPERTY INC.
Ref. Number: K03028

We have received your document for EASTERN REAL PROPERTY INC. and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

W.C. Skuba Co., Inc. is not listed on our records. Please provide a document number when you resubmit the merger.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 299A00059914

Please keep 12/22/99
file-date

RECEIVED
99 DEC 27 PM 12: 26
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

EASTERN REAL PROPERTY INC., a Florida corporation K03028

EASTERN ENVIRONMENTAL SERVICES OF THE SOUTHEAST, INC., a
Florida corporation J81054

WASTE SERVICES OF SOUTH FLORIDA, INC., a Florida corporation
P97000038403

INTO

WASTE MANAGEMENT INC. OF FLORIDA, a Florida entity, 279946

File date: December 22, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
EASTERN REAL PROPERTY, INC.,
EASTERN ENVIRONMENTAL SERVICES OF THE SOUTHEAST, INC.,
WASTE SERVICES OF SOUTH FLORIDA, INC.,
(all Florida corporations)
INTO
WASTE MANAGEMENT, INC. OF FLORIDA,
(a Florida corporation)

FILED
99 DEC 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Eastern Real Property, Inc., Eastern Environmental Services of the Southeast, Inc., and Waste Services of South Florida, Inc., all Florida corporations (collectively the "Merging Corporations") with and into Waste Management, Inc. of Florida as approved and adopted by written consent of the shareholders of the Merging Corporations entitled to vote thereon given on Dec 16, 1999, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Waste Management, Inc. of Florida entitled to vote thereon given on Dec 16, 1999 in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

2. Waste Management, Inc. of Florida will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

Executed on Dec 17, 1999


EASTERN REAL PROPERTY, INC.

By: Robert G. Simpson
Robert G. Simpson, Vice President


EASTERN ENVIRONMENTAL SERVICES OF
THE SOUTHEAST, INC.

By: Robert G. Simpson
Robert G. Simpson, Vice President

WASTE SERVICES OF SOUTH FLORIDA, INC.

By: 
Robert G. Simpson, Vice President

WASTE MANAGEMENT, INC. OF FLORIDA

By: 
Robert G. Simpson, Vice President

PLAN OF MERGER

This Plan of Merger ("Plan of Merger"), dated as of Dec 17, 1999, by and among Eastern Real Property, Inc., Eastern Environmental Services of the Southeast, Inc., and Waste Services of South Florida, Inc., all Florida corporations (collectively the "Merging Corporations"), on the one hand, and WASTE MANAGEMENT, INC. OF FLORIDA, a Florida corporation (the "Surviving Corporation") on the other hand;

WITNESSETH:

WHEREAS, Eastern Real Property, Inc., Eastern Environmental Services of the Southeast, Inc., and Waste Services of South Florida, Inc. are corporations organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, Waste Management, Inc. of Florida is a corporation organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the sole shareholder of the Merging Corporations and the sole shareholder of the Surviving Corporation is Waste Management Holdings, Inc., a Delaware corporation; and

WHEREAS, the Boards of Directors of all of the parties hereto deem it desirable and in the best interests of the respective corporations and their sole shareholders that the Merging Corporations be merged into and with the Surviving Corporation, such that the Surviving Corporation will be the surviving corporation of the merger and consolidation, whose name upon giving effect to such merger shall be "WASTE MANAGEMENT, INC. OF FLORIDA", as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions herein set forth, and each such Board of Directors has duly approved of and authorized the terms and conditions of this Plan of Merger and consolidation;

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the terms and conditions herein set forth, the parties hereto hereby agree as follows:

1. The name and state of incorporation of each of the corporations proposing to merge and consolidate are:

<u>Name</u>	<u>State of Incorporation</u>
Waste Management, Inc. of Florida	Florida
Eastern Real Property, Inc.	Florida
Eastern Environmental Services of the Southeast, Inc.	Florida
Waste Services of South Florida, Inc.	Florida

2. The parties hereto shall be merged into a single corporation by the Merging Corporations merging with and into 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 laws of the State of Florida, and whose name, upon and after the effectiveness of the merger, shall be "WASTE MANAGEMENT, INC. OF FLORIDA" The

address of the registered or principal office of the Surviving Corporation in its state of incorporation shall continue to be the same address as prior to the effectiveness of the merger. Upon such merger, the separate corporate existence of the Merging Corporations 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 the Merging Corporations, and shall become subject to all the debts and liabilities of the Merging Corporations to the extent such companies were subject to such debts and liabilities.

3. The Articles of Incorporation and Bylaws of the Surviving Corporation shall, upon the merger becoming effective, be the Articles of Incorporation and Bylaws, respectively, of the Surviving Corporation as in effect immediately prior to the effective date of the merger and without any further changes therein until the same shall be altered, amended, or repealed or until new Articles of Incorporation or Bylaws are adopted as provided therein and by law.

4. The names and addresses of the persons who shall constitute the Board of Directors and officers of the Surviving Corporation are those names and addresses of the persons who constitute the Board of Directors and officers, respectively, of the Surviving Corporation immediately prior to the effective date of the merger.

5. Shares of stock of each of the Merging Corporations and the Surviving Corporation shall be converted, exchanged or cancelled as follows:

(a) Outstanding Shares of the Merging Corporations: The shares of common stock of the Merging Corporations that are issued and outstanding on the effective date of the merger, shall together and in the aggregate be automatically cancelled.

(b) Outstanding Shares of the Surviving Corporation: The shares of common stock of the Surviving Corporation that are issued and outstanding on the effective date of the merger, 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.

6. This Plan of Merger shall be submitted to the respective sole shareholders of the parties hereto for their approval in the manner provided by the applicable laws of the State of Florida. After approval thereof by the sole shareholders of such corporations in the manner provided by the applicable laws, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable laws.

7. This Plan of Merger may be terminated and abandoned by action of the Board of Directors of either party at any time prior to the filing and recording of all required documents under the laws of the State of Florida, whether before or after approval by the respective sole shareholders of the corporate parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed by their respective officers effective on and as of the date above written.

EASTERN REAL PROPERTY, INC.

By: Robert G. Simpson
Robert G. Simpson, Vice President

EASTERN ENVIRONMENTAL SERVICES OF
THE SOUTHEAST, INC.

By: Robert G. Simpson
Robert G. Simpson, Vice President

WASTE SERVICES OF SOUTH FLORIDA, INC.

By: Robert G. Simpson
Robert G. Simpson, Vice President

WASTE MANAGEMENT, INC. OF FLORIDA

By: Robert G. Simpson
Robert G. Simpson, Vice President