

279946

(Requestor's Name)

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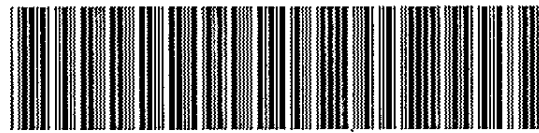
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 DEC 23 PM 12:21

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 DEC 23 PM 4:06

FILED

12/26/02
mercy
38

ARTICLES OF MERGER
Merger Sheet

MERGING:

SANIFILL OF FLORIDA, INC., a Florida corp., P96000003521

INTO

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

File date: December 23, 2002

Corporate Specialist: Susan Payne



CT CORPORATION

December 23, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5752300 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

SANIFILL OF FLORIDA, INC. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**ARTICLES OF MERGER
OF
SANIFILL OF FLORIDA, INC.
(a Florida Corporation)
INTO
WASTE MANAGEMENT INC. OF FLORIDA
(a Florida Corporation)**

FILED
02 DEC 23 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of the State
State of Florida

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, Section 607.1105, F.S.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Sanifill of Florida, Inc., a Florida corporation (the "Merging Corporation") with and into Waste Management Inc. of Florida as approved and adopted by written consent of the shareholders of the Merging Corporation entitled to vote thereon given on December 18, 2002, and as approved and adopted by written consent of the shareholders of Waste Management Inc. of Florida entitled to vote thereon given on December 18, 2002.

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.

3. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Executed on December 18, 2002.

SANIFILL OF FLORIDA, INC.

By: Linda J. Smith
Linda J. Smith
Vice President and Assistant Secretary

WASTE MANAGEMENT INC. OF FLORIDA

By: Linda J. Smith
Linda J. Smith
Vice President and Assistant Secretary

PLAN OF MERGER

This Plan of Merger ("Plan of Merger"), dated as of December 18, 2002, by and among Sanifill of Florida, Inc., a Florida corporation (the "Merging Corporation"), on the one hand, and WASTE MANGEMENT INC. OF FLORIDA, a Florida corporation (the "Surviving Corporation") on the other hand;

WITNESSETH:

WHEREAS, Sanifill of Florida, Inc. is a corporation 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 Corporation and 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 Corporation be merged in to 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
Sanifill of Florida, Inc.	Florida

2. The parties hereto shall be merged into a single corporation by the Merging Corporation 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 agent 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 Corporation 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 Corporation, and shall become subject to all the debts and liabilities of the Merging Corporation 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 Corporation and the Surviving Corporation shall be converted, exchanged or cancelled as follows:

(a) Outstanding Shares of the Merging Corporation: The shares of common stock of the Merging Corporation 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.

SANIFILL OF FLORIDA, INC.

By: Linda J. Smith
Linda J. Smith
Vice President and Assistant Secretary

WASTE MANAGEMENT INC. OF FLORIDA

By: Linda J. Smith
Linda J. Smith
Vice President and Assistant Secretary