

P98000070285

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MERGER OR SHARE EXCHANGE

Veolia ES Solid Waste Southeast, Inc.

EFFECTIVE DATE
1-31-08

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Veolia ES Solid Waste Southeast, Inc.	FLORIDA	P98000070285

EFFECTIVE DATE
1-31-08

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Sandman, Inc.	GEORGIA	

Third: The Plan of Merger is attached ~ Exhibit A

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

OR 1 / 31 / 08 at 11:59 pm EST.
(Enter a specific date, NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 1-25-08

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 1-25-08

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

By:

Richard L. Burke, President

By:

Richard L. Burke, President

EXHIBIT A

PLAN OF MERGER

SANDMAN, INC.,
a Georgia corporation

INTO

VEOLIA ES SOLID WASTE SOUTHEAST, INC.,
a Florida corporation

THIS PLAN OF MERGER is made as of the 25th day of January, 2008, by and among SANDMAN, INC., a Georgia corporation ("Sandman") and VEOLIA ES SOLID WASTE SOUTHEAST, INC., a Florida corporation ("Veolia" or "Surviving Corporation").

RECITALS

WHEREAS, Sandman and Veolia are both engaged in the business of solid waste collection and hauling; and

WHEREAS, Sandman is a wholly-owned subsidiary of Veolia; and

WHEREAS, Sandman and Veolia deem it advisable and to the advantage of each corporation that Sandman be merged into Veolia for the purposes of obtaining greater efficiency and economy in the management of the business of each corporation.

NOW, THEREFORE, in consideration of the Recitals and of the mutual covenants and promises contained herein, the parties agree as follows:

1. Merger. Sandman shall merge with and into Veolia and the Surviving Corporation shall continue to exist under the laws of the State of Florida.
2. Articles of Incorporation. The Articles of Incorporation, as amended, of Veolia at the Effective Time (as defined herein) shall be the Articles of Incorporation of the Surviving Corporation.
3. Effective Time. The term "Effective Time" shall mean January 31, 2008 at 11:59 pm EST.
4. Bylaws. The Bylaws of Veolia shall be the Bylaws of the Surviving Corporation, until amended as provided therein.
5. Officers and Directors. The officers of the Surviving Corporation at the Effective Time shall be:

President:
Treasurer:

Richard Burke
George K. Farr

Vice President: Jeffrey P. Adix
Vice President & Secretary: Michael K. Slattery
Vice President: James M. Rooney
Vice President: Michael Dougherty
Assistant Secretary: Matthew C. Gunnelson
Assistant Treasurer: Henry P. Karius
Assistant Treasurer: Raphael B. Bruckert

The directors of the Surviving Corporation at the Effective Time shall be:

Richard Burke
George K. Farr
Jeffrey P. Adix

The aforementioned officers and directors shall serve until the next annual meeting of the shareholders and directors and until their respective successors have been duly elected or appointed and qualified.

6. **Conversion of Shares:** At the Effective Time of the Merger, all outstanding shares of Sandman shall be cancelled without consideration.

7. **Effect of Merger.** At the Effective Time, Sandman shall be merged into Veolia, which shall be the Surviving Corporation and which shall continue its corporate existence under the laws of the State of Florida. The separate existence and the corporate organization of Sandman shall cease at the Effective Time, and the Surviving Corporation shall possess all rights, privileges, immunities and franchises of a public and of a private nature of Sandman, and all the property, real, personal and mixed, and all debts due in whatever account, and all other causes of action, and all and every other interest of or belonging to Sandman shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall henceforth be responsible and liable for all the liabilities and obligations of Sandman.

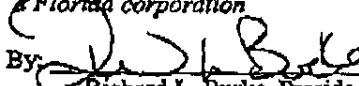
8. **Abandonment of Plan.** Notwithstanding anything contained herein to the contrary, this Plan of Merger may be terminated and abandoned by the Board of Directors of Sandman or Veolia at any time prior to the Effective Time of the Articles of Merger, subject to the contractual rights of the parties.

(SIGNATURES ON ATTACHED PAGE)

IN WITNESS WHEREOF, this Plan of Merger is entered into effective the day and year first above written.

Veolia and Surviving Corporation:

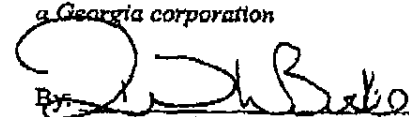
VEOLIA ES SOLID WASTE SOUTHEAST, INC.,
a Florida corporation

By: 

Richard L. Burke, President

Sandman and Non-Surviving Corporation:

Sandman, Inc.,
a Georgia corporation

By: 

Richard L. Burke, President