

279946

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MERGER OR SHARE EXCHANGE

WASTE MANAGEMENT INC. OF FLORIDA

EFFECTIVE DATE
12-31-03

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ARTICLES OF MERGER
OF
WASTE MANAGEMENT OF CENTRAL FLORIDA, INC.
(a Florida corporation)
INTO
WASTE MANAGEMENT INC. OF FLORIDA
(a Florida corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-03

To the Secretary of the State
State of Florida

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

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Waste Management Inc. of Florida	Florida	279946

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Waste Management of Central Florida, Inc.	Florida	669140

3. The Plan of Merger is attached.
4. The merger shall become effective on December 31, 2003.
5. The Plan of Merger was adopted by the shareholders of the surviving corporation on December 22nd, 2003.
6. The Plan of Merger was adopted by the shareholders of the merging corporation on December 22nd, 2003.

Executed on December 22, 2003.

WASTE MANAGEMENT OF CENTRAL FLORIDA,
INC.

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

WASTE MANAGEMENT INC. OF FLORIDA

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

PLAN OF MERGER

This Plan of Merger ("Plan of Merger"), dated as of December 22, 2003, by and among Waste Management of Central Florida, Inc., a Florida corporation (the "Merging Corporation"), on the one hand, and Waste Management Inc. of Florida, a Florida corporation (the "Surviving Corporation") on the other hand;

WITNESSETH:

WHEREAS, Waste Management of Central 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 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
Waste Management of Central 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.

WASTE MANAGEMENT OF CENTRAL
FLORIDA, INC.

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

WASTE MANAGEMENT INC. OF FLORIDA

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