

McDonald, Hopkins,  
Burke & Haber CO., L.P.A.  
ATTORNEYS AT LAW

385888

2100 Bank One Center  
600 Superior Avenue, E.  
Cleveland, OH 44114-2653  
Telephone (216) 348-5400  
Fax (216) 348-5474

March 31, 1998

**VIA FEDERAL EXPRESS**

Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

**Re: Merger Filings**

400002475494--3  
-04/01/98--01076--010  
\*\*\*\*157.50 \*\*\*\*157.50

Dear Sir or Madam:

Enclosed for filing with the Florida Department of State are filings concerning two separate mergers involving Florida corporations as follows:

1. Two originally signed Articles of Merger relating to the merger of Mack Precast Corporation (a Florida corporation) and Mack Lift Stations Corp., Inc. (a Florida corporation) into Midwest Ecology Services Corp., Inc. (an Ohio corporation), together with a check for \$157.50 to cover the \$105.00 merger filing fee and the \$52.50 fee for a certified copy; and
2. Two originally signed Articles of Merger relating to the merger of Mack Concrete Industries, Inc. (a Florida corporation) and Mack Vault Company of Toledo (an Ohio corporation) into Mack Industries, Inc. (an Ohio corporation), together with a check for \$157.50 to cover the \$105.00 merger filing fee and the \$52.50 fee for a certified copy.

Once these Articles of Merger for each merger have been filed, please date stamp the additional copy of each I have enclosed and return it to me in the self-addressed, stamped envelope provided for your convenience. If you have any questions regarding this matter, please do not hesitate to call me at (216) 348-5400.

Very truly yours,



Patrick J. Berry

VS APR 6 1998

*Merger*

G:\DA\CAD\MACK\1009.PJB  
Enclosures

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MACK PRECAST CORPORATION, a Florida corporation, 385888  
MACK LIFT STATIONS CORP., INC., a Florida corporation, 542999

INTO

MIDWEST ECOLOGY SERVICES CORP., INC.. an Ohio corporation not  
qualified in Florida

File date: April 1, 1998

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER  
OF  
MACK PRECAST CORPORATION  
AND  
MACK LIFT STATIONS CORP., INC.  
AND  
MIDWEST ECOLOGY SERVICES CORP., INC.**

FILED  
98 APR -1 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the two Florida business corporations and the foreign business corporation named below do hereby adopt the following Articles of Merger.

1. The following is the Plan of Merger for merging Mack Precast Corporation and Mack Lift Stations Corp., Inc. into Midwest Ecology Services Corp., Inc., was authorized, adopted and approved by the sole shareholder and Board of Directors of each of Mack Precast Corporation and Mack Lift Stations Corp., Inc. in the manner prescribed by the Florida Business Corporation Act, and by the sole shareholder and Board of Directors of Midwest Ecology Services Corp., Inc. in the manner prescribed by the laws under which such foreign business corporation is organized:

"1. Mack Precast Corporation, which is a business corporation in the State of Florida, and Mack Lift Stations Corp., Inc., which is a business corporation in the State of Florida, hereby merge into Midwest Ecology Services Corp., Inc., which is a business corporation in the State of Ohio, pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Midwest Ecology Services Corp., Inc.

"2. The separate existence of Mack Precast Corporation and Mack Lift Stations Corp., Inc. shall cease at the effective date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Midwest Ecology Services Corp., Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization under the name "Mack Transport, Inc."

"3. As of the effective date of the merger, the shares of stock of Mack Precast Corporation and Mack Lift Stations Corp., Inc. shall be extinguished and cease to exist and no shares of stock of Midwest Ecology Services Corp., Inc. shall be issued in exchange. The shares of stock of Midwest Ecology Services Corp., Inc. outstanding upon the effective date of the merger shall be and remain outstanding shares of stock of Midwest Ecology Services Corp., Inc. in accordance with their terms.

"4. The Board of Directors and the proper officers of Mack Precast Corporation, Mack Lift Stations Corp., Inc. and Midwest Ecology Services Corp., Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

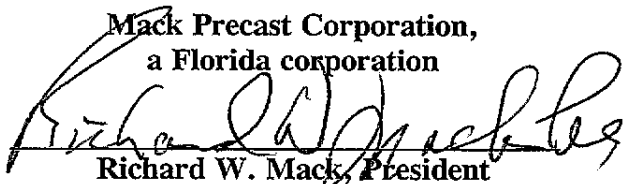
2. The merger of Mack Precast Corporation and Mack Lift Stations Corp., Inc. with and into Midwest Ecology Services Corp., Inc. is permitted by the laws of the jurisdiction of organization of Midwest Ecology Services Corp., Inc. and has been authorized in compliance with said laws.

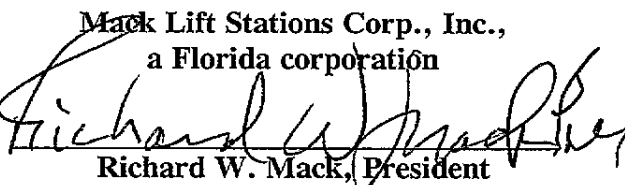
3. The date of approval of the foregoing Plan of Merger by the sole shareholder and Board of Directors of Mack Precast Corporation was March 31, 1998; and the date of approval of the foregoing Plan of Merger by the sole shareholder and Board of Directors of Mack Lift Stations Corp., Inc. was March 31, 1998.

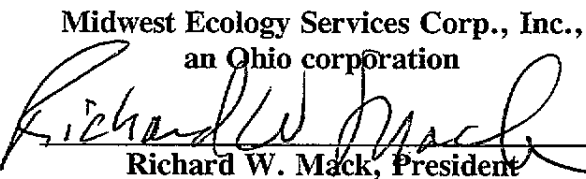
4. The date of approval of the foregoing Plan of Merger by the sole shareholder and Board of Directors of Midwest Ecology Services Corp., Inc. was March 31, 1998.

5. The effective date of the merger herein provided for in the State of Florida shall be April 1, 1998.

Executed on March 31, 1998.

Mack Precast Corporation,  
a Florida corporation  
By:   
Richard W. Mack, President

Mack Lift Stations Corp., Inc.,  
a Florida corporation  
By:   
Richard W. Mack, President

Midwest Ecology Services Corp., Inc.,  
an Ohio corporation  
By:   
Richard W. Mack, President