

503390

**Document Number Only**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CORPORATION(S) NAME**

Safety-Kleen Aviation, Inc. (DE)  
merging: Virogroup, Inc. (FL)

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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07/12/99

*Merger*  
C. COULLETTE JUL 12 1999

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

VIROGROUP, INC., a Florida corporation, 503390

INTO

**SAFETY-KLEEN AVIATION, INC.**, a Delaware corporation not qualified in  
Florida.

File date: July 12, 1999

Corporate Specialist: Cheryl Coulliette

## 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, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Safety-Kleen Aviation, Inc.	Delaware

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Virogroup, Inc.	Florida

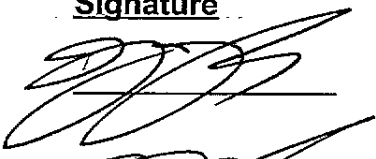

**Third:** The Plan of Merger is attached as **Exhibit A.**

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

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on November 18, 1998.

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation on November 18, 1998.

**Seventh:**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name and Title</u>
Virogroup, Inc.		Henry H. Taylor Its Secretary
Safety-Kleen Aviation, Inc.		Henry H. Taylor Its Secretary

**Date:** July 7, 1999

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Merger Agreement") is made and entered into this 18th day of November, 1998 by and between SAFETY-KLEEN AVIATION, INC., a Delaware corporation ("AVIATION"), Virogroup, Inc., a Florida corporation ("VG") and ViroGroup of South Carolina, Inc., a South Carolina corporation; ViroGroup of California, Inc., a South Carolina corporation; ViroGroup of Texas, Inc., a Texas corporation; ViroGroup of Louisiana, Inc., a Louisiana corporation; ViroGroup of Tennessee, Inc., a Tennessee corporation; ViroGroup of Georgia, Inc., a Georgia corporation; and ViroGroup of Virginia, Inc., a Virginia corporation, (collectively the "MERGING CORPORATIONS").

**BACKGROUND.** The constituent Corporations hereinafter described desire that MERGING CORPORATIONS be merged into AVIATION on the terms and conditions of this Merger Agreement.

NOW, THEREFORE, the parties agree as follows:

1. **Merging Corporations.** The names of the Constituent Corporations are: Safety-Kleen Aviation, Inc. and ViroGroup of South Carolina, Inc.; ViroGroup of California, Inc.; ViroGroup of Texas, Inc.; ViroGroup of Louisiana, Inc.; ViroGroup of Tennessee, Inc.; ViroGroup of Georgia, Inc.; and ViroGroup of Virginia, Inc. MERGING CORPORATIONS shall be merged into AVIATION (the "Merger"), and the name of the surviving corporation shall be Safety-Kleen Aviation, Inc. (the "Surviving Corporation"). The Constituent Corporations shall cause a Certificate of Ownership and Merger to be filed with the Secretary of State of Delaware. The Merger shall become effective at the close of business on November 20, 1998 (the "Effective Date").
2. **Existing Capitalization.** The Capitalization of each of the Constituent Corporations is as follows:
  - (a) The current authorized capital stock of MERGING CORPORATIONS are as follows:
    - (i) ViroGroup of South Carolina, Inc. 1,000,000 shares of common stock with no par value, ("SC Shares"), of which 165,700 shares are outstanding (issued to ViroGroup, Inc.) and entitled to vote.
    - (ii) ViroGroup of California, Inc., 10,000 shares of common stock with \$.01 par value, ("CA Shares"), of which 1,000 shares are outstanding (issued to ViroGroup of South Carolina, Inc.) and entitled to vote.
    - (iii) ViroGroup of Texas, Inc., 10,000 shares of common stock with \$.01 par value, ("TX Shares"), of which 1,000 shares are outstanding (issued to ViroGroup, Inc.) and entitled to vote.
    - (iv) ViroGroup of Louisiana, Inc., 10,000 shares of common stock with \$.01 par value, ("LA Shares"), of which 1,000 shares are outstanding (issued to ViroGroup, Inc.) and entitled to vote.
    - (v) ViroGroup of Tennessee, Inc., 10,000 shares of common stock with \$.01 par value, ("TN Shares"), of which 1,000 shares are outstanding (issued to ViroGroup, Inc.) and entitled to vote.
    - (vi) ViroGroup of Georgia, Inc., 10,000 shares of common stock with \$.01 par value, ("GA Shares"), of which 1,000 shares are outstanding (issued to ViroGroup, Inc.) and entitled to vote.
    - (vii) ViroGroup of Virginia, Inc., 10,000 shares of common stock with \$.01 par value, ("VA Shares"), of which 1,000 shares are outstanding (issued to ViroGroup, Inc.) and entitled to vote.

- (b) The current authorized capital stock of AVIATION consists of 3,000 shares of common stock with no par value, ("AVIATION Shares"), of which 1,000 shares are outstanding (issued to Safety-Kleen Systems, Inc.) and entitled to vote.

3. Terms of Merger. On the Effective Date:

- (a) Each AVIATION Share that is outstanding or held in treasury shall remain in existence, and shall become, without further action, a share of common stock with no par value of the Surviving Corporation.
- (b) Each MERGING CORPORATION Share, that is outstanding or held in treasury shall cease to exist as such. ViroGroup, Inc. shall receive as consideration for every 1,000 shares of MERGING CORPORATION one (1) validly issued, fully paid and non-assessable share of voting Common Stock, with no par value of the Surviving Corporation, immediately after the Effective Time and upon surrender by ViroGroup, Inc. of the Certificate representing the shares of the Common Stock of the merging corporations. The Surviving Corporation shall deliver to ViroGroup, Inc. an appropriate Certificate or Certificates representing the new common stock created by conversion of the common stock of MERGING CORPORATIONS owned by ViroGroup, Inc.
- (c) The Certificate of Incorporation of AVIATION as in effect on the Effective Date shall continue as the Certificate of Incorporation of the Surviving Corporation, without change or amendment, until further amended in accordance with the provisions thereof and applicable laws.
- (d) The Bylaws of AVIATION as in effect on the Effective Date shall continue as the Bylaws of the Surviving Corporation, without change or amendment, until further amended in accordance with the provisions thereof and applicable laws.
- (e) The Directors and Officers of AVIATION shall continue to be the Directors and Officers of the Surviving Corporation at the Effective Date.
4. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of any Constituent Corporation such deeds and other instruments, and there shall be taken or caused to be taken by them all such further and other actions, as shall be necessary or desirable in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Constituent Corporations, and otherwise to carry out the purposes of this Merger Agreement, and the Officers and Directors of the Surviving Corporation are fully authorized in the name and on behalf of each of the Constituent Corporations or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.
5. Amendment. At any time prior to the Effective Date, this Merger Agreement may be amended in any manner permitted under applicable law as may be determined in the judgment of the respective Boards of Directors of the Constituent Corporations, or Officers authorized by them, to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to facilitate the purposes and intent of this Merger Agreement.

6. **Abandonment.** Anything herein or elsewhere to the contrary notwithstanding, this Merger Agreement may be terminated and abandoned, if permitted under applicable law, by consent of the Boards of Directors of all the Constituent Corporations at any time prior to the Effective Date, if for any reason the Merger ceases to be in the best interests of the Constituent Corporations.

IN WITNESS WHEREOF, the parties have executed this Merger Agreement on the date first above written.

Safety-Kleen Aviation, Inc.

By: \_\_\_\_\_

Henry H. Taylor, Secretary

ViroGroup of South Carolina, Inc.; ViroGroup of California, Inc.; ViroGroup of Texas, Inc.; ViroGroup of Louisiana, Inc.; ViroGroup of Tennessee, Inc.; ViroGroup of Georgia, Inc.; and ViroGroup of Virginia, Inc.

By: \_\_\_\_\_

Henry H. Taylor,

Secretary to each MERGING CORPORATION  
above-named