

523702

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CORPORATION(S) NAME

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*****70.00 *****70.00

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RS/LR Merger Corp.

merged into:

Hayaro's Waste Service, Inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

RS/LR MERGER CORP., a Florida corporation, P98000069039

INTO

LAZARO'S WASTE SERVICE, INC., a Florida corporation, 523702

File date: September 11, 1998

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER

OF

RS/LR MERGER CORP.

AND

LAZARO'S WASTE SERVICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), RS/LR Merger Corp., a Florida corporation, and Lazaro's Waste Service, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are RS/LR Merger Corp., ("RS/LR") and Lazaro's Waste Service, Inc. ("Lazaro's").
2. RS/LR is hereby merged with and into Lazaro's and the corporate existence of RS/LR shall cease. Lazaro's is the surviving corporation in the Merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of RS/LR on September 11, 1998, by written consents in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.
4. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of Lazaro's on September 11, 1998, by joint unanimous consent of the Board of Directors and the sole shareholder of Lazaro's, pursuant to Sections 607.0704 and 607.0821 of the Act.

The Merger shall become effective upon the filing of these Articles of Merger by the Department of State of the State of Florida in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

The parties have caused these Articles of Merger to be executed as of September 11, 1998.

RS/LR MERGER CORE

By:  _____

Name: David A. Barclay

Title: Secretary

LAZAROS WASTE SERVICE, INC.

By:  _____

Name: Ralph Lazaro

Title: President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan") is entered into as of the 11th day of September, 1998, among RS/LR Merger Corp., a Florida corporation ("Merger Corp."), and Lazaro's Waste Service, Inc., a Florida corporation (the "Company").

RECITALS

The boards of directors and shareholders of Merger Corp. and the Company have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that Merger Corp. be merged (the "Merger") with and into the Company on the terms and subject to the conditions set forth herein, such that the Company will be the surviving corporation (the "Surviving Corporation") and a wholly-owned subsidiary of Republic Services, Inc., a Delaware corporation.

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), Merger Corp. shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), and the separate existence of Merger Corp. shall cease and the Company shall thereafter continue as the Surviving Corporation under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

- A. At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Act.
- B. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Incorporation and Bylaws of the Surviving Corporation.
- C. At the Effective Time, the officers and directors of the Company shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

ARTICLE III

Manner and Basis of Converting Shares

- A. At the Effective Time, each share of common stock of the Company, \$1.00 par value per share (the "Company Common Stock"), which shall be issued and outstanding (other than shares of Company Common Stock held in treasury) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive \$ 17,083.77 in cash.
- B. At the Effective Time, each share of Company Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.
- C. At the Effective Time, each right to acquire shares of Company Common Stock, to the extent that any such rights exist, which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically canceled and extinguished without any conversion thereof.
- D. At the Effective Time, each share of the Merger Corp.'s Common Stock, \$.01 par value per share, issued and outstanding immediately prior to the Effective Time shall be automatically converted into one share of Company Common Stock, which shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

Each share of Merger Corp.'s Common Stock, \$.01 par value per share, issued and outstanding immediately prior to the Effective Time shall be automatically converted into one share of Company Common Stock, which shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

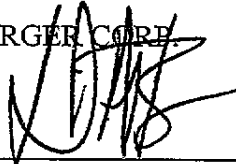
Effective Time

As used in this Plan, the term "Effective Time" shall mean the date and time of filing of


Articles of Merger with the Secretary of State of the State of Florida with respect to the Merger.

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

RS/LR MERGER CORE

By: 
Name: David A. Barclay
Title: Secretary

LAZARO'S WASTE SERVICE, INC.

By: 
Name: Ralph Lazaro
Title: President