



583056

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB 20 PM 2:06

ACCOUNT NO. : 072100000032

REFERENCE : *Patricia Page* 3803 303929

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : February 20, 1998

ORDER TIME : 2:45 PM

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ORDER NO. : 713803-005

CUSTOMER NO: 4303929

CUSTOMER: Michael G. Taylor, Esq
Greenberg Traurig
1221 Brickell Avenue

Miami, FL 33131

ARTICLES OF MERGER

AM ACQUISITION CORP.

INTO

ATLANTIC MAINTENANCE OF MIAMI,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

CC
Merger
02-24-98

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AM ACQUISITION CORP., a Florida corporation, P98000011621

INTO

ATLANTIC MAINTENANCE OF MIAMI INC., a Florida corporation, 583056.

File date: February 20, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1998

CSC

TALLAHASSEE, FL

SUBJECT: ATLANTIC MAINTENANCE OF MIAMI INC.
Ref. Number: 583056

We have received your document for ATLANTIC MAINTENANCE OF MIAMI INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 698A00010116

**ARTICLES OF MERGER
OF
AM ACQUISITION CORP., A FLORIDA CORPORATION
INTO
ATLANTIC MAINTENANCE OF MIAMI, INC., A FLORIDA CORPORATION**

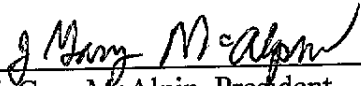
Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), AM ACQUISITION CORP., a Florida corporation ("AM ACQUISITION"), and ATLANTIC MAINTENANCE OF MIAMI, INC., a Florida corporation (the "Surviving Corporation") adopt the following Articles of Merger for the purpose of merging AM Acquisition with and into the Surviving Corporation.

FIRST: The Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A, which is incorporated herein and constitutes part of these Articles of Merger.

SECOND: The Plan of Merger was adopted by unanimous written consent of the Board of Directors and written consent of the sole shareholder of AM Acquisition in accordance with the provisions of Section 607.1103 of the Act as of February 19, 1998, and by unanimous written consent of the Board of Directors and written consent of the sole shareholder of the Surviving Corporation in accordance with the provisions of Section 607.1103 of the Act as of February 17, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 20th day of February, 1998.

AM ACQUISITION CORP.


J. Gary McAlpin, President

**ATLANTIC MAINTENANCE OF
MIAMI, INC.**


Evelio Acosta, President

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DIVISION OF CORPORATIONS
98 FEB 20 PM 2:07

EXHIBIT A**PLAN OF MERGER**

PLAN OF MERGER, dated as of February 20, 1998, between HI-RISE RECYCLING SYSTEMS, INC., a Florida corporation ("Parent"), AM ACQUISITION CORP., a Florida corporation and wholly owned subsidiary of Parent ("AM Acquisition"), and ATLANTIC MAINTENANCE OF MIAMI, INC., a Florida corporation ("Atlantic Maintenance" or the "Surviving Corporation").

AM Acquisition and Atlantic Maintenance desire to effect the statutory merger of AM Acquisition with and into Atlantic Maintenance, with Atlantic Maintenance to survive such merger (the "Surviving Corporation").

1. **Constituent Corporations.** AM Acquisition and Atlantic Maintenance shall be parties to the merger (the "Merger") of AM Acquisition with and into Atlantic Maintenance.

2. **Terms and Conditions of Merger.** AM Acquisition shall, pursuant to the provisions of the Florida Business Corporation Act (the "Act"), be merged with and into Atlantic Maintenance, which shall continue to exist pursuant to the laws of the State of Florida. Upon the Effective Time of the Merger (as set forth in paragraph 8), the existence of AM Acquisition shall cease. At the Effective Time, the Surviving Corporation shall assume the obligations of AM Acquisition.

3. **Capital Stock; Conversion of Shares.**

(a) At the Effective Time, each share of common stock, par value \$1.00 per share (the "Atlantic Maintenance Common Stock"), of Atlantic Maintenance which is issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive from AM Acquisition or Parent the Per Share Merger Consideration (as hereinafter defined). All of the shares of Atlantic Maintenance Common Stock by virtue of the Merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall be cancelled and retired and shall cease to exist, and the holder of a certificate representing any shares of Atlantic Maintenance Common Stock shall thereafter cease to have any rights with respect to such shares, except to receive from AM Acquisition or Parent, after surrender of such certificates, the Per Share Merger Consideration for such shares in accordance with subparagraph (a) of paragraph 4.

(b) At the Effective Time, each share of Atlantic Maintenance Common Stock issued and held in the Atlantic Maintenance's treasury, if any, shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

(c) At the Effective Time, each share of common stock, par value \$.01 per share (the "Merger Sub Common Stock"), of AM Acquisition issued and outstanding immediately prior to the Effective Time shall by virtue of the Merger and without any action on the part of AM Acquisition or the holder of such shares, be converted into and thereafter represent one validly issued, fully paid and nonassessable share of the common stock, par value \$.01 per share (collectively, the "Surviving Shares"), of the Surviving Corporation.

4. Shares of the Constituent and Surviving Corporations. The manner and basis of converting and exchanging each share of Atlantic Maintenance Common Stock shall be as follows:

(a) At the Effective Time of the Merger, upon surrender of the certificates representing shares of Atlantic Maintenance Common Stock to AM Acquisition (or its designated agent) for cancellation, each share of Atlantic Maintenance Common Stock shall be converted into the right to receive from AM Acquisition or Parent (the "Per Share Merger Consideration") the following:

(i) a certificate or certificates representing a number of shares of the common stock, par value \$.01 per share (the "Parent Common Stock"), of Parent determined by dividing (A) the amount determined by dividing \$3,000,000 by \$2.75 by (B) the number of shares of Atlantic Maintenance Common Stock then issued and outstanding; and

(ii) a certificate or certificates representing a number of shares of Parent Common Stock determined by dividing (A) the amount determined by dividing (i) \$500,000 by (ii) the price per share of Parent Common Stock received by Parent (prior to and without giving effect to the Parent's payment of commissions and all other offering related expenses), in connection with a Private Placement of Parent Common Stock to be consummated by Parent immediately prior to the Effective Time by (B) the number of shares of Atlantic Maintenance Common Stock then issued and outstanding.

(b) At the Closing, each shareholder who shall have delivered certificate(s) in negotiable form representing all the shares of Atlantic Maintenance Common Stock held by such shareholder shall be entitled to receive in exchange therefor the consideration as is specified in subparagraph (a) of this paragraph 4. Until so delivered, each such outstanding certificate which immediately prior to the Effective Time of the Merger represented shares of Atlantic Maintenance Common Stock shall be deemed for all corporate purposes to evidence the ownership of the number of shares of Parent Common Stock determined as set forth in subparagraph 4(a) above.

5. Articles of Incorporation. The Articles of Incorporation of AM Acquisition as of the Effective Time shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida, except

that the name of the Surviving Corporation shall be Atlantic Maintenance of Miami, Inc. Such Restated Articles of Incorporation are attached hereto as Exhibit A.

6. **Bylaws.** The Bylaws of AM Acquisition as of the Effective Time shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

7. **Directors and Officers.** The persons listed on Exhibit B hereto shall hold the directorships and offices of the Surviving Corporation set forth beside their names on such exhibit, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

8. **Effective Time.** The Merger shall become effective immediately upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

9. **Amendment of Plan of Merger.** The Board of Directors of each of Atlantic Maintenance and AM Acquisition is authorized to amend this Agreement and Plan of Merger at any time prior to the Effective Time, subject to Section 607.1103(8) of the Act.

HI-RISE RECYCLING SYSTEMS, INC.

By: J. Gary McAlpin
J. Gary McAlpin, President

AM ACQUISITION CORP.

By: J. Gary McAlpin
J. Gary McAlpin, President

**ATLANTIC MAINTENANCE OF
MIAMI, INC.**

By: Evelio Acosta
Evelio Acosta, President

EXHIBIT A
RESTATED ARTICLES OF INCORPORATION
OF
ATLANTIC MAINTENANCE OF MIAMI, INC.

ARTICLE I

The name of the corporation is ATLANTIC MAINTENANCE OF MIAMI, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 16255 N.W. 54 Avenue, Miami, Florida 33014.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the current Board of Directors is one (1), and the name and address of the member of the current Board of Directors, who will serve as the Corporation's director until a successor is duly elected and qualified is:

Donald Engel
16255 N.W. 54 Avenue
Miami, Florida 33014

ARTICLE VII

The name of the Incorporator is Angelica G. Fleites and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ATLANTIC MAINTENANCE OF MIAMI, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

Deborah D. Skipper

Deborah D. Skipper, Agent for Registered Agent

Dated: February 24, 1998

EXHIBIT B

Officer and Director

Donald Engel

President, Secretary, Treasurer and Director