

669140



Waste ManagementSM

3003 Butterfield Road
Oak Brook, Illinois 60523-1100

Phone 630.572.8800

Via Federal Express

March 4, 1998

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****105.00 ****105.00

Florida Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Merger of Central Service Corporation and Tomoka Refuse, Inc.
into Waste Management of Central Florida, Inc.**

Ladies/Gentlemen:

Enclosed please find in duplicate a certificate of merger for the referenced corporations. Also enclosed is a check in the amount of \$105.00.

Please send evidence of filing to my attention at the Oak Brook address. If for any reason this merger cannot be filed, please contact me at (630)572-2429.

Very truly yours,

Carrie L. Cozzi
Paralegal

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 AM 10:48

Merger
03-09-98
CC

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TOMOKA REFUSE, INC., a Florida corporation, 483272

CENTRAL SERVICE CORPORATION, a Florida corporation, 242805

INTO

WASTE MANAGEMENT OF CENTRAL FLORIDA, INC., a Florida corporation,
669140.

File date: March 5, 1998

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
CENTRAL SERVICE CORPORATION
AND
TOMOKA REFUSE, INC.
INTO

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR -5 AM 10:48

WASTE MANAGEMENT OF CENTRAL FLORIDA, INC.

Pursuant to Section 607.1105 of the Florida 1989 Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>NAME</u>	<u>STATE</u>
Waste Management of Central Florida, Inc.	Florida
Central Service Corporation	Florida
Tomoka Refuse, Inc.	Florida

SECOND: The laws of the state under which such foreign corporations are organized permit such merger.

THIRD: The name of the surviving corporation is WASTE MANAGEMENT OF CENTRAL FLORIDA, INC. and it is organized to do business in Florida.

FOURTH: The plan of merger is as follows:

PLAN AND AGREEMENT OF MERGER

1. WASTE MANAGEMENT OF CENTRAL FLORIDA, INC., a Florida corporation (the "Surviving Corporation"), hereby merges into itself:

CENTRAL SERVICE CORPORATION, and TOMOKA REFUSE, INC., both Florida corporations; (the "Merging Corporations"); the Merging Corporations shall be and hereby are merged into the Surviving Corporation.

2. The Articles of Incorporation of the Surviving Corporation in effect on the date of merger shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger until amended or repealed.

3. The by-laws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

4. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

5. Each share of stock of the Surviving Corporation which shall be issued on the effective date of this merger shall remain issued. All of the issued shares of the Merging Corporations shall be canceled and no shares of the Surviving Corporation are to be issued in exchange therefor.

6. All the property, rights, privileges, powers and franchises of the Merging Corporations shall upon the effectiveness of the merger be vested in and held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were theretofore held and enjoyed by the Merging Corporations and the Surviving Corporation shall thereupon assume all of the obligations of the Merging Corporations.

7. The merger shall be effective upon filing.

* * *

FIFTH: The Plan of Merger was adopted by the shareholders of each of the Merging Corporations on December 22, 1997; The Plan of Merger was adopted by the shareholder of the Surviving Corporation on December 22, 1997.

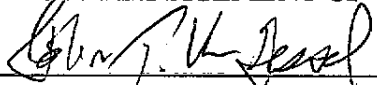
SIXTH: All provisions of the law of the State of Florida applicable to the merger have been complied with.

SEVENTH: The Surviving Corporation appoints the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation party to the merger.

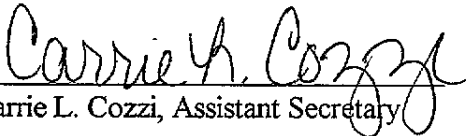
EIGHTH: The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of each domestic corporation party to the merger the amount, if any, to which they are entitled under Section 607.1302.

Signed this 22nd day of December 1997

WASTE MANAGEMENT OF CENTRAL FLORIDA, INC.

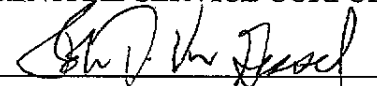


John T. Van Gessel, Vice President

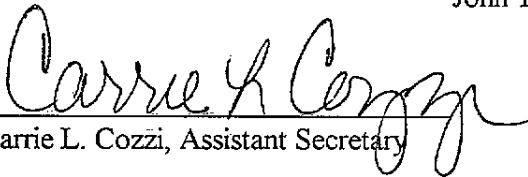


Carrie L. Cozzi, Assistant Secretary

CENTRAL SERVICE CORPORATION

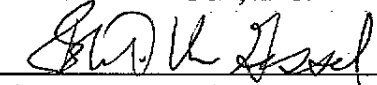


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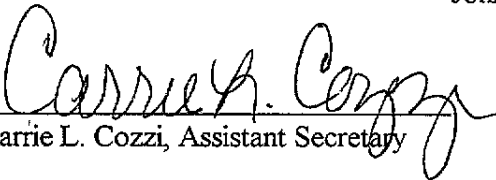


Carrie L. Cozzi, Assistant Secretary

TOMOKA REFUSE, INC.



John T. Van Gessel, Vice President



Carrie L. Cozzi, Assistant Secretary