

CT CORPORATION SYSTEM

FOOOOOOO6806

CORPORATION(S) NAME

South Florida Shredding, Inc. Merging Into: Shred-IT USA, Inc.

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12/13/00 01052--003

*****37.50 *****37.50

☐ Profit

☐ Amendment

☒ Merger *Merge*

☐ Nonprofit

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Reinstatement

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ LLC

☐ Name Registration

☐ Change of RA

☐ Fictitious Name

☐ UCC

☒ Certified Copy

☐ Photocopies

☐ CUS

(2)

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

12/13/00

Order#: 3471137

Availability

Document

Examiner

Updater

Verifier

W.P. Verifier

Ref#:

Amount: \$

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 14 PM 12:49

FILED

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

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12/14/00

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTH FLORIDA SHREDDING, INC., a Florida corporation P97000009941

INTO

SHRED-IT USA INC., a Delaware entity, F00000006806

File date: December 14, 2000

Corporate Specialist: Annette Ramsey

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:

Name

Jurisdiction

SHRED-IT USA INC.

Delaware

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

SOUTH FLORIDA SHREDDING INC.

Florida

Third: The Plan of Merger is attached.

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

OR 12 / 31 / 2000 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 4, 2000 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 4, 2000 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
DEC 14 PM 12:49
TALLAHASSEE, FLORIDA
STATE

Name of Corporation

Typed or Printed Name of Individual & Title

SOUTH FLORIDA SHREDDING INC.

Gregory C. Brophy, President

Gregory C. Brophy, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

SHRED-IT USA INC.

Delaware

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

SOUTH FLORIDA SHREDDING INC.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(i) Each share of common stock of the Surviving Corporation (the parent corporation), which shall be issued and outstanding as of the Effective Time, shall remain issued and outstanding.

(ii) Each of the shares of the capital stock of the Merged Corporation (the subsidiary corporation) which shall be outstanding as of the Effective Time, and all rights in respect thereof, shall be canceled and shall neither be changed nor converted into any shares of the common stock of the Surviving Corporation.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

(i) The By-laws of the Surviving Corporation as they shall exist as of the Effective Time shall be and remain the By-laws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided.

(ii) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders, unless earlier removed in accordance with the terms and provisions of the By-laws of the Surviving Corporation, and until their successors shall have been elected and qualified.

(iii) From and after the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed, and all property, rights and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation respectively.

(iv) The Surviving Corporation shall assume all of the liabilities and obligations of the Merged Corporation, including, but not limited to tax liabilities of all types and kinds, wherever, whenever and however assessed, and those liabilities and obligations arising out of any and all leases to which the Merged Corporation is a party or a third-party guarantor.