

F930000000139



Waste ManagementSM

3003 Butterfield Road
Oak Brook, Illinois 60523-1100

Phone 630.572.8800

Via Federal Express

December 22, 1997

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-12/26/97--01057--002
*****70.00 *****70.00

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

**Re: Merger of Automotive Industrial Recyclers Holding Company
into Waste Management of 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 \$70.00. Please note the effective date of this merger is December 31, 1997.

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

Carrie L. Cozzi
Paralegal

EFFECTIVE DATE
12/31/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 26 PM 2:30

Enclosures

merger
SC

1/6/98

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

AUTOMOTIVE INDUSTRIAL RECYCLERS HOLDING COMPANY, a FL corp., #V35048

into

**WASTE MANAGEMENT SERVICES OF FLORIDA, INC., a Delaware
corporation F93000000139**

File date: December 26, 1997, effective December 31, 1997

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

OF

AUTOMOTIVE INDUSTRIAL RECYCLERS HOLDING COMPANY

INTO

WASTE MANAGEMENT OF FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 26 PM 2:30

EFFECTIVE DATE

12/31/97

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 Florida, Inc.	Delaware
Automotive Industrial Recyclers Holding Company	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 FLORIDA, INC. and it is qualified to do business in Florida.

FOURTH: The plan of merger is as follows:

PLAN AND AGREEMENT OF MERGER

1. WASTE MANAGEMENT OF FLORIDA, INC., a Delaware corporation (the "Surviving Corporation"), hereby merges into itself AUTOMOTIVE INDUSTRIAL RECYCLERS HOLDING COMPANY, a Florida corporation (the "Merging Corporation"); the Merging Corporation shall be and hereby is 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 Corporation 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 Corporation and the Surviving Corporation shall thereupon assume all of the obligations of the Merging Corporation.

7. The merger shall be effective on December 31, 1997 at 11:59 p.m.

* * *

FIFTH: The Plan of Merger was adopted by the shareholders of each of the Merging Corporation 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 and the State of Delaware 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.

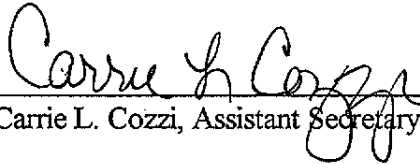
EIGHTH: The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of each domestic corporation party to the merger the amount, if any, to which they are entitled under Section 607.1302.

Signed this 22 day of December 1997

WASTE MANAGEMENT OF FLORIDA, INC.

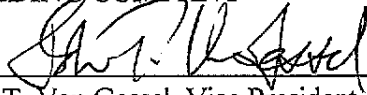


John T. Van Gessel, Vice President

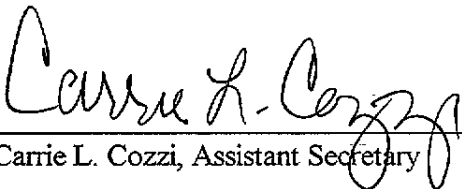


Carrie L. Cozzi, Assistant Secretary

AUTOMOTIVE INDUSTRIAL RECYCLERS
HOLDING COMPANY



John T. Van Gessel, Vice President



Carrie L. Cozzi, Assistant Secretary