

# F94000001755

PERKINS COIE

A LAW PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS  
1201 THIRD AVENUE, 40TH FLOOR · SEATTLE, WASHINGTON 98101-3099  
TELEPHONE: 206 583-8888 · FACSIMILE: 206 583-8500

February 20, 1997

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

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-02/25/97--01164--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: **Omega Environmental Services, Inc.**

Dear Sir or Madam:

On behalf of the above referenced corporation we have enclosed an original and one copy of an executed Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, along with a check for \$35.00 for the filing fee. Omega Environmental Services, Inc. was merged out of existence on 9/15/95 with and into ESSi Omega Holding Company, Inc. Enclosed is a copy of the Washington Certificate of Merger.

After the Application has been filed, please return a file stamped copy in the enclosed self addressed stamped envelope. If there are any questions, please contact the undersigned at (206) 287-3437. Thank you for your assistance.

Very truly yours,



Michelle Pechan  
Legal Assistant

MP:dms  
Enclosures

cc: Su H. Bouse (w/encl.)  
Stephen de Tasnady, Esq. (w/encl.)  
Michael E. Stansbury (w/o encl.)  
Charles J. Katz, Jr. (w/o encl.)

SH 2/27

With.

RECEIVED  
TALLAHASSEE, FLORIDA

97 FEB 25 PM 12:27

FILED

[25554-0007/SB970510.073]

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

Omega Environmental Services, Inc.

\_\_\_\_\_  
(Name of Corporation)

Washington

\_\_\_\_\_  
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

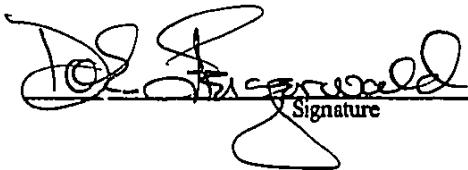
19805 North Creek Parkway

\_\_\_\_\_  
(Mailing Address)

Bothell, WA 98041-3005

\_\_\_\_\_  
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Chief Financial Officer

Title

Dan E. Steigerwald

\_\_\_\_\_  
Typed or printed name

2/20/97

Date

FILED  
07 FEB 25 PM 12:27  
TALLAHASSEE, FLORIDA



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STATE of WASHINGTON SECRETARY of STATE

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I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal,  
hereby certify that

ARTICLES OF MERGER

of

ESSI OMEGA HOLDING COMPANY, INC.

a Washington Profit corporation,

was/were filed for record in this office on the date indicated below.

Merging OMEGA ENVIRONMENTAL SERVICES, INC. into ESSI OMEGA  
HOLDING COMPANY, INC.

Corporation Number: 601 494 157

Date: September 15, 1995

Given under my hand and the seal of the State  
of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

FILED  
STATE OF WASHINGTON

SEP 15 1995

RALPH MUMFORD  
SECRETARY OF STATE

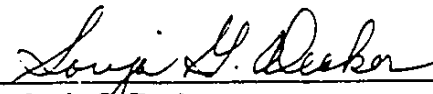
ARTICLES OF MERGER  
OMEGA ENVIRONMENTAL SERVICES, INC.  
AND  
ESSI OMEGA HOLDING COMPANY, INC.

Pursuant to the provisions of RCW 23B.11.050, the following Articles of Merger are executed for the purpose of merging Omega Environmental Services, Inc., a Washington corporation (the "Subsidiary Corporation"), into ESSI Omega Holding Company, Inc., a Washington corporation (the "Parent Corporation").

1. The Plan of Merger approved by the Board of Directors of the Parent Corporation is attached hereto as Exhibit A.
2. Approval of the Plan of Merger by the shareholders of the Subsidiary Corporation and the Parent Corporation was not required pursuant to RCW 23B.11.040.

Dated: Sept. 11, 1995

ESSI OMEGA HOLDING COMPANY, INC.

By   
Name: Sonja G. Decker  
Title: Secretary

## PLAN OF MERGER

This PLAN OF MERGER ("Plan") is entered into as of Sept. 11, 1995, among Omega Environmental Services, Inc., a Washington corporation (the "Subsidiary Corporation" or the "Disappearing Corporation"), and ESSI Omega Holding Company, Inc., a Washington corporation (the "Parent Corporation"). The Disappearing Corporation and the Parent Corporation are sometimes collectively referred to in this Plan as the "Constituent Corporations."

### RECITALS

A. The Parent Corporation is a corporation organized and existing under the laws of the State of Washington. The authorized capital stock of the Parent Corporation consists of 100 shares of Common Stock, \$.01 par value per share, all of which authorized shares are duly issued and outstanding on the date hereof.

B. The Subsidiary Corporation is a corporation organized and existing under the laws of the State of Washington. The number of outstanding shares of each class of the Subsidiary Corporation and the number of such shares of each class owned by the Parent Corporation are:

<u>Class</u>	<u>No. of Shares of Subsidiary Corporation Outstanding</u>	<u>No. of Shares of Subsidiary Corporation Owned by Parent Corporation</u>
Common	100	100

C. It is deemed advisable and in the best interests of the Constituent Corporations and the sole shareholder of the Parent Corporation that the Subsidiary Corporation merge into the Parent Corporation as authorized by the laws of the State of Washington and pursuant to the terms and conditions of this Plan.

### PLAN

#### 1. The Merger; the Effective Time

##### 1.1 The Merger

Subject to the terms and conditions of this Plan, at the Effective Time, the Disappearing Corporation shall be merged with and into the Parent Corporation in accordance with the provisions of the Washington Business Corporation Act with the effect provided in Section 23B.11.060 of such Act. The separate corporate existence of the Disappearing

Corporation shall thereupon cease and the Parent Corporation shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Washington.

## **1.2 Effective Time**

The Merger shall become effective on the date and at the time (the "Effective Time") that the Articles of Merger shall have been accepted for filing by the Secretary of State of the State of Washington (or such later date and time as may be specified in the Articles of Merger).

## **2. Articles of Incorporation**

The Articles of Incorporation of the Parent Corporation (sometimes hereinafter referred to as the "Surviving Corporation") as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, until duly amended in accordance with the terms thereof and of the Washington Business Corporation Act.

## **3. Bylaws**

The Bylaws of the Parent Corporation as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, until duly amended in accordance with the terms thereof, of the Articles of Incorporation of the Surviving Corporation and of the Washington Business Corporation Act.

## **4. Directors**

The directors of the Parent Corporation at the Effective Time shall, from and after the Effective Time, be the directors of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

## **5. Officers**

The officers of the Parent Corporation at the Effective Time shall, from and after the Effective Time, be the officers of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

## **6. Cancellation of Shares**

Concurrently with the consummation of the merger contemplated herein all of the outstanding stock of the Disappearing Corporation will be cancelled.

## **7. Rights, Duties, Powers, Liabilities, Etc.**

On the effective date of the merger, the separate existence of the Disappearing Corporation shall cease, and the Disappearing Corporation shall be merged in accordance with the provisions of this Plan into the Surviving Corporation which shall possess all the properties and assets, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, and shall be subject to all restrictions, disabilities, duties and liabilities, of each of the Constituent Corporations; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate, or any interest therein, vested by deed or otherwise in the Constituent Corporations, shall not revert or be in any way impaired by reason of such merger, but shall pass to and be owned by the Surviving Corporation without further act or deed. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against the Constituent Corporation, may be prosecuted to judgment or decree as if such merger had not taken place, and the Surviving Corporation may be substituted in any such action or proceeding.

## **8. Implementation**

(a) Each of the Constituent Corporations hereby agrees that at any time or from time to time as and when requested by the Surviving Corporation, or by its successors or assigns, it will so far as it is legally able, execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of the Surviving Corporation, each of whom is hereby irrevocably appointed as attorney-in-fact for such purposes, all such conveyances, assignments, transfers, deeds or other instruments and will take or cause to be taken such further or other actions as the Surviving Corporation, its successors or assigns, may deem necessary or desirable in order to evidence the transfer, vesting and devolution of any property, right, privilege, power, immunity or franchise to vest or perfect in or confirm to the Surviving Corporation, its successors or assigns, title to and possession of all the property, rights, privileges, powers, immunities, franchises and interests referred to in this Agreement and otherwise to carry out the intent and purposes hereof.

(b) Each of the Constituent Corporations shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the State of Washington to consummate and make effective the merger.

## **9. Capital**

On the date of the merger:

(a) The outstanding shares of common stock of the Surviving Corporation shall continue unchanged; and

(b) There shall be credited to the capital stock account of the Surviving Corporation an amount equal to the capital stock accounts of the Disappearing Corporation.

**10. Termination**

This Agreement may be terminated for any reason at any time before the filing of Articles of Merger by the Secretary of State of the State of Washington by resolution of the Board of Directors of the Parent Corporation.

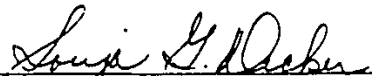
**11. Amendment**

This Agreement may, to the extent permitted by law, be amended, supplemented or interpreted at any time by action taken by the Board of Directors of the Parent Corporation.

Dated this 11<sup>th</sup> day of September, 1995.

"SURVIVING CORPORATION"

ESSI OMEGA HOLDING COMPANY, INC.

By   
Name: Sonja G. Decker  
Title: Secretary