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660 East Jefferson Street

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CORPORATION(S) NAME

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-06/26/98--01093--019
*****10.00 *****10.00

Hudson Management Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
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ARTICLES OF MERGER
Merger Sheet

MERGING:

HUDSON MANAGEMENT CORPORATION, a Florida corporation, F97974

INTO

REPUBLIC SERVICES, INC., a Delaware corporation not qualified in Florida.

File date: June 26, 1998

Corporate Specialist: Joy Moon-French

FILED

98 JUN 26 PM 4: 14

ARTICLES OF MERGER
OF
HUDSON MANAGEMENT CORPORATION
WITH AND INTO
REPUBLIC SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107 of the Statutes of Florida, **REPUBLIC SERVICES, INC.**, a Delaware corporation, as the Surviving Corporation in a Merger hereby submits the following Articles of Merger:

1. **Parties to the Merger:** The names of the corporations which are parties to the merger (the "**Merger**") contemplated by these Articles of Merger are **HUDSON MANAGEMENT CORPORATION**, a Florida corporation, and **REPUBLIC SERVICES, INC.**, a Delaware corporation. The surviving corporation (the "**Surviving Corporation**") in the Merger is **REPUBLIC SERVICES, INC.**, a Delaware corporation.

2. **Plan of Merger:** The Plan of Merger is set forth in that certain Agreement and Plan of Merger dated June 25, 1998 between **HUDSON MANAGEMENT CORPORATION** and **REPUBLIC SERVICES, INC.** (the "**Agreement of Merger**"), a copy of which Agreement of Merger is attached hereto as **Exhibit "A"**.

3. **Board of Directors and Shareholder Approval:** The Agreement of Merger was duly adopted by all of the directors and shareholders of **HUDSON MANAGEMENT CORPORATION** by written consent dated June 25, 1998. The Agreement of Merger was duly adopted by all of the directors and shareholders **REPUBLIC SERVICES, INC.** by written consent dated June 25, 1998.

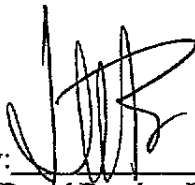
4. **Effective Date:** The Merger shall become effective on the date of filing of these Articles of Merger with the Office of the Secretary of State of the State of Florida.

Dated the 25th day of June, 1998.

[Signatures on Following Page]

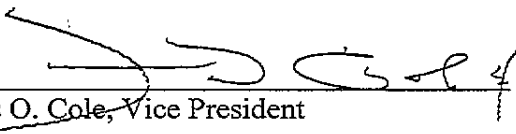
SURVIVING CORPORATION:

REPUBLIC SERVICES, INC.

By: 

David Barclay, Vice President and General Counsel

HUDSON MANAGEMENT CORPORATION

By: 

James O. Cole, Vice President

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement**") was made and entered into this 25th day of June, 1998 by and among **HUDSON MANAGEMENT CORPORATION**, a Florida corporation with its principal office located at 110 S.E. 6th Street, 20th Floor, Fort Lauderdale, Florida 33301 (hereinafter referred to as the "**Merging Corporation**") and **REPUBLIC SERVICES, INC.**, a Delaware corporation, with its principal office located at 110 S.E. 6th Street, 20th Floor, Fort Lauderdale, Florida 33301 (hereinafter referred to as the "**Surviving Corporation**").

WITNESSETH:

WHEREAS, the Merging Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Delaware; and

WHEREAS, the Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation; and

WHEREAS, pursuant to duly authorized action by their respective Boards of Directors and Stockholders, the Merging Corporation and the Surviving Corporation have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Section 607.1107, Florida Statutes and Section 252, Delaware Statutes.

WHEREAS, the Certificate of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Corporation hereby agree as follows:

1. **MERGER.** The Merging Corporation and the Surviving Corporation agree that Merging Corporation shall be merged with and into the Surviving Corporation, as a single and Surviving Corporation, upon the terms and conditions set forth in this Agreement and that the Surviving Corporation shall continue under the laws of the State of Delaware as the Surviving Corporation.

2. **SURVIVING CORPORATION.** On and after the effective date (as defined below) of the Merger:

(a) The Surviving Corporation shall be the Surviving Corporation, and shall continue to exist as a corporation under the laws of the State of Delaware, with all of the rights and obligations of such Surviving Corporation as are provided by the Delaware Statutes.

(b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Corporation as the Surviving Corporation.

3. **TERMS AND CONDITIONS OF MERGER.** The terms and conditions of the Merger are the following:

(a) **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Corporation shall continue as the Certificate of Incorporation of the Surviving Corporation.

(b) **By-Laws.** The By-Laws of the Surviving Corporation shall continue as the By-Laws of the Surviving Corporation.

(c) **Directors.** The Surviving Corporation shall retain its same Directors who will serve until their successors are duly elected and qualified under the By-Laws of the Surviving Corporation.

4. **MANNER AND BASIS OF CONVERTING SHARES.**

(a) **HUDSON MANAGEMENT CORPORATION.** Each share of capital stock of the Merging Corporation shall be surrendered and canceled by the Surviving Corporation, the sole shareholder of the Merging Corporation.

(b) **REPUBLIC INDUSTRIES, INC.,** a Delaware corporation shall remain the sole shareholder of the Surviving Corporation.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the Board of Directors and Stockholders of the Merging Corporation and by the Board of Directors of the Surviving Corporation. Subsequent to the execution of this Agreement by the appropriate officers of the Merging Corporation and the Surviving Corporation, the proper officers of the Merging Corporation and the Surviving Corporation shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Agreement.

6. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on the date on which the appropriate merger documents are filed with the Offices of the Delaware and Florida Secretaries of State.

7. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Delaware.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders of the Merging Corporation and the members of the Surviving Corporation, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

IN WITNESS WHEREOF, HUDSON MANAGEMENT CORPORATION and REPUBLIC SERVICES, INC. have caused this Agreement to be executed by their duly authorized officers as of the day and year first above written.

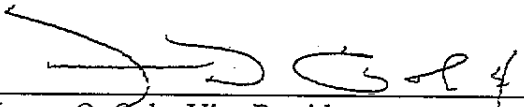
Signatures on Following Page

CONSTITUENT ENTITIES:

MERGING CORPORATION:

HUDSON MANAGEMENT CORPORATION,
a Florida corporation

By: _____


James O. Cole, Vice President

SURVIVING CORPORATION:

REPUBLIC SERVICES, INC.,
a Delaware corporation

By: _____

Print Name: _____

Title: _____