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CT CORPORATION SYSTEM

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Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Synagro Southeast, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$245.00

EFFECTIVE DATE
9-19-05

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DIVISION OF CORPORATIONS

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EFFECTIVE DATE
9-19-05**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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (if known/ applicable)
<u>Synagro Southeast, Inc.</u>	<u>Delaware</u>	

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (if known/ applicable)
<u>Please see attached Rider #1</u>		

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 9 / 19 / 2005 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 9/16/2005

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 9/16/2005

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

(Attach additional sheets if necessary)

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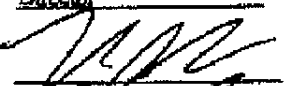
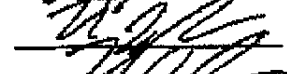
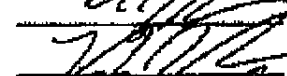

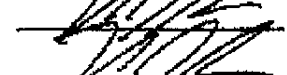
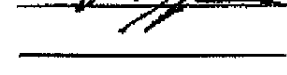
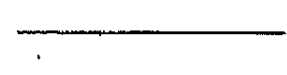
Rider #1

Name and Jurisdiction of Merging Corporations

Synagro of North Carolina - AMSCO, Inc.	North Carolina
Synagro of North Carolina - EWR, Inc.	North Carolina
Synagro of Florida - Ecosystems, Inc.	Florida
Synagro of Florida - Davis Water, Inc.	Florida
Synagro of Florida - Anti-Pollution, Inc.	Florida
Synagro of Florida - A&J, Inc.	Florida

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Synagro Southeast, Inc.		THOMAS J. BINTZ, VP
Synagro of Florida- A&J, Inc.		THOMAS J. BINTZ, VP
Synagro of Florida - And Pollution, Inc.		THOMAS J. BINTZ, VP
Synagro of Florida - Davis Water, Inc.		THOMAS J. BINTZ, VP
Synagro of Florida - Ecosystems, Inc.		THOMAS J. BINTZ, VP
Synagro of North Carolina - EWR, Inc.		THOMAS J. BINTZ, VP
Synagro of North Carolina - AMSCO, Inc.		THOMAS J. BINTZ, VP

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into as of September 16, 2005, by Synagro Southeast, Inc., a Delaware corporation ("Synagro Southeast," sometimes referred to herein as the "Surviving Corporation"), Synagro of Florida—A&J, Inc., a Florida corporation ("A&J"), Synagro of Florida—Anti-Pollution, Inc., a Florida corporation ("Anti-Pollution"), Synagro of Florida—Davis Water, Inc., a Florida corporation ("Davis Water"), Synagro of Florida—Ecosystems, Inc., a Florida corporation ("Ecosystems"), Synagro of North Carolina—BWR, a North Carolina corporation ("BWR"), and Synagro of North Carolina—AMSCO, Inc., a North Carolina corporation ("AMSCO"). A&J, Anti-Pollution, Davis Water, Ecosystems, BWR and AMSCO are sometimes collectively referred to herein as the "Companies."

WHEREAS, each of the Companies is a wholly-owned subsidiary of Synagro Southeast; and

WHEREAS, the Boards of Directors and shareholders of Synagro Southeast and the Companies deem it advisable and in the best interests of each of them that the Companies merge into Synagro Southeast (the "Merger") pursuant to the terms of this Agreement and Plan of Merger, and that Synagro Southeast be the surviving entity of such Merger.

NOW, THEREFORE, based on the foregoing premises, and in consideration of the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of the Merger, the parties hereto have agreed and do hereby agree as follows:

1. The Merger contemplated herein shall be effective at the time that the Certificate of Merger with respect to the Merger has been filed with the Secretary of State of the State of Delaware or such other time as may be specified therein (the "Effective Time").

2. Upon the Effective Time, the Companies and Synagro Southeast shall, pursuant to the applicable provisions of the laws of their respective jurisdictions of incorporation, be merged with and into a single corporation, to wit, the Surviving Corporation, which Surviving Corporation shall continue to exist under its present name pursuant to the provisions of the laws of the State of Delaware. The separate existence of the Companies shall cease at the Effective Time, in accordance with the applicable provisions of the laws of their respective jurisdictions of incorporation.

3. At the Effective Time, the Surviving Corporation shall: (i) assume all of the liabilities and obligations of the Companies; (ii) acquire all of the rights, privileges, immunities, powers and purposes of the Companies; and (iii) acquire all of the property of the Companies, real and personal, without further act or deed.

4. The present Certificate of Incorporation of Synagro Southeast shall be the Certificate of Incorporation of the Surviving Corporation and said Certificate of Incorporation shall continue in full force and effect until amended or changed in the manner prescribed by the provisions of the laws of the jurisdiction of incorporation of the Surviving Corporation.

3. The present Bylaws of Synagro Southeast shall be the Bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of incorporation of the Surviving Corporation.

6. The directors and officers of Synagro Southeast immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, all of whom shall hold their respective offices until their successors are elected or qualified, or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. Each share of each of the Companies issued and outstanding immediately prior to the Effective Time shall be cancelled without consideration. The issued and outstanding shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding at the Effective Time shall continue to represent one issued and outstanding share of the Surviving Corporation.

[signature page follows]

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IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed as of the day and year first written above.

SYNAGRO SOUTHEAST, INC.,
a Delaware corporation

By: [Signature]
Name: THOMAS J BINTZ
Title: VICE PRESIDENT

SYNAGRO OF FLORIDA—A&J, INC.,
a Florida corporation

By: [Signature]
Name: THOMAS J BINTZ
Title: VICE PRESIDENT

SYNAGRO OF FLORIDA—ANTI-POLLUTION,
INC., a Florida corporation

By: [Signature]
Name: THOMAS J BINTZ
Title: VICE PRESIDENT

SYNAGRO OF FLORIDA—DAVIS WATER, INC.,
a Florida corporation

By: [Signature]
Name: THOMAS J BINTZ
Title: VICE PRESIDENT

SYNAGRO OF FLORIDA—ECOSYSTEMS, INC.,
a Florida corporation

By: [Signature]
Name: THOMAS J BINTZ
Title: VICE PRESIDENT


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CT CORPORATION SYSTM

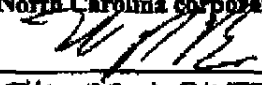
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SYNAGRO OF NORTH CAROLINA—EWR, INC.,
a North Carolina corporation

By: 
Name: THOMAS J. BANTZ
Title: VICE PRESIDENT

SYNAGRO OF NORTH CAROLINA—AMSCO,
INC., a North Carolina corporation

By: 
Name: THOMAS J. BANTZ
Title: VICE PRESIDENT

HOUSTON: 01770-00001: 1034547v1

TOTAL P.10