

Document Number Only

GE2908

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

200002379282--1
-12/22/97-01087-010
*****70.00 *****70.00

Western Waste Industries of Florida, Inc.

into:

Western Waste Industries

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

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☒ Walk In

☐ Mail Out

☐ Call if Problem

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☐ After 4:30

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DEC 22 1997

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THANKS, MELANIE

97 DEC 22 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 DEC 22 PM 4:06
REGISTRATION

FILED

CR2E031 (T-89)

Melanie
12/22/97

G52908

ARTICLES OF MERGER
Merger Sheet

MERGING:

WESTERN WASTE INDUSTRIES OF FLORIDA, INC., a Florida corporation,
document number G52908

INTO

WESTERN WASTE INDUSTRIES, a California corporation not qualified in
Florida.

File date: December 22, 1997

Corporate Specialist: Karen Gibson

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of corporation</u>	<u>State/country of incorporation</u>
Western Waste Industries of Florida, Inc.	Florida
Western Waste Industries	California

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 – 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S.

FOURTH: The plan of merger is as follows:

(1) Western Waste Industries of Florida, Inc., a Florida corporation ("Florida"), will be merged into Western Waste Industries, a California corporation ("WWI"). WWI is hereinafter designated as the "Surviving Corporation."

(2) The parties hereto shall be merged into a single corporation by Florida merging into and with WWI, the Surviving Corporation, which Surviving Corporation shall survive the merger pursuant to, and shall be deemed to continue to exist under and be governed by, the provisions of the General Corporation Law of California, and whose name upon the effectiveness of the merger shall be "Western Waste Industries." Upon such merger, the separate corporate existence of Florida shall cease and terminate, and the Surviving Corporation shall become the owner, without other transfer, of all the rights, franchises and properties, of every type and nature, of Florida and shall become subject to all the debts and liabilities of Florida to the extent such company was subject to such debts and liabilities.

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(3)(a)

(i) Outstanding Shares of Florida. The 500 shares of common stock, \$1.00 par value per share, of Florida that are issued and outstanding on the effective date of the merger, which shares are all held by WWI, shall together and in the aggregate be automatically canceled.

(ii) Outstanding Shares of WWI. The 100 shares of common stock, \$.01 par value per share, of WWI that are issued and outstanding on the effective date of the merger, which shares are all held by USA Waste Services, Inc., a Delaware corporation, shall continue to be issued, outstanding, fully paid and non-assessable.

(3)(b) The manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any of the corporation or, in whole or in part, into cash or other property. None.

FIFTH: The plan of merger was adopted by the shareholders of Western Waste Industries of Florida, Inc., a Florida corporation on the 15th day of December, 1997, and was adopted by the shareholders of Western Waste Industries, a California corporation on the 15th day of December, 1997.

Signed this 15th day of December, 1997.

WESTERN WASTE INDUSTRIES, a California corporation

(name of surviving corporation)

By: Gregory T. Sangalis
Gregory T. Sangalis, Vice President

WESTERN WASTE INDUSTRIES OF FLORIDA, INC., a Florida corporation

(name of merged corporation)

By: Gregory T. Sangalis
Gregory T. Sangalis, Vice President