

Division of Corporations

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Florida Department of State
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MERGER OR SHARE EXCHANGE

Advanced Disposal Services, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 2, 2001

ROGERS, TOWERS, BAILEY, ET AL

SUBJECT: ADVANCED DISPOSAL SERVICES, LLC
REF: W01000007382

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must reflect that the surviving entity appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

The articles of merger must contain the exact name, street address of its principal office, jurisdiction, and entity type for each party to the merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADVANCED DISPOSAL SERVICES, LLC A FLORIDA ENTITY

INTO

ADVANCED DISPOSAL SERVICES, LLC. corporation not qualified in Florida

File date: April 2, 2001, effective April 4, 2001

Corporate Specialist: Agnes Lunt

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
of
ADVANCED DISPOSAL SERVICES, LLC
into
ADVANCED DISPOSAL SERVICES, LLC

These Articles of Merger are submitted in accordance with Florida Statutes 608.4382.

1. The surviving company is ADVANCED DISPOSAL SERVICES, LLC, a Delaware limited liability company, whose principal address is 9250 Baymeadows Road, Suite 220, Jacksonville, Florida 32256.
2. The merging company is ADVANCED DISPOSAL SERVICES, LLC, a Florida limited liability company, whose principal address is 9250 Baymeadows Road, Suite 220, Jacksonville, Florida 32256.
3. The surviving company hereby appoints the Florida Secretary of State as its agent for substitute service of process in a proceeding to enforce any obligation or the rights of dissenting members of each limited liability company that is a party to this merger.
4. The plan of merger is attached hereto as Exhibit "A" and by this reference is made a part hereof.
5. The plan of merger was adopted by the Members of the surviving company on March 29, 2001.
6. The plan of merger was adopted by the Members of the merging company on March 29, 2001.
7. The merger shall become effective on April 4, 2001.

IN WITNESS WHEREOF, the undersigned sign these Articles of Merger as of this 29th day of March, 2001.

4-4-01

ADVANCED DISPOSAL SERVICES, LLC,
a Florida limited liability company

By: *[Signature]*
Name: Charles D. Appleby
Its: President

ADVANCED DISPOSAL SERVICES, LLC

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a Delaware limited liability company

By: 
Name: Charles C. Appleby
Its: President

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EXHIBIT "A"**H01000033036 4****PLAN OF MERGER**

This Plan of Merger dated as of this 29 day of March, 2001, constitutes the plan for the merger of **ADVANCED DISPOSAL SERVICES, LLC**, a Florida limited liability company (the "Merging Company"), into and with **ADVANCED DISPOSAL SERVICES, LLC**, a Delaware limited liability company (the "Surviving Company").

BACKGROUND

For good and valid business reasons and purposes, namely the relocation of the Merging Company to the state of Delaware, the Merging Company and the Surviving Company, both of which companies are owned in their entirety by the same Members, with identical proportional ownership interests in each company, are desirous of causing the Merging Company to be merged into and with the Surviving Company with the Surviving Company being the surviving entity.

MERGER PROVISIONS

1. In accordance with the provisions of this Plan of Merger, the Operating Agreement of the Surviving Company, the Operating Agreement of the Merging Company, the Florida Statutes, and the Delaware Code, at the Effective Time (as defined below), the Merging Company shall be merged into the Surviving Company (the "Merger"), and the separate corporate existence of the Merging Company shall cease and the Surviving Company (the "Surviving Company") shall continue its existence as a Delaware limited liability company pursuant to the laws of Delaware (the Merging Company and the Surviving Company, hereinafter collectively referred to as the "Constituent Entities").

2. The Merger shall become effective as of April 4, 2001.

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immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Entities shall be vested in the Surviving Company without further act or deed. The title to and any interest in all real and personal property vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Company without further act or deed, and the Surviving Company shall be liable for all obligations of each of the Constituent Entities existing as of the Effective Time.

5. The Certificate of Formation of the Surviving Company in effect immediately prior to the Effective Time shall continue without change and be the Certificate of Formation of the Surviving Company.

6. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, the issued and outstanding membership units of the Merging Company shall be cancelled and the Members of the Surviving Company shall remain the sole owners and Members of the Surviving Company.

CERTIFICATION

The Surviving Company hereby certifies that the foregoing Plan of Merger was approved by the Members of the Surviving Company on the 2nd day of March, 2001.

Advanced Disposal Services, LLC,
a Delaware limited liability company

By: [Signature]
Name: Charles C. Appleby
Its: President

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CERTIFICATION

The Merging Company hereby certifies that the foregoing Plan of Merger was approved by the Members of the Merging Company on the 27 day of March, 2001.

Advanced Disposal Services, LLC,
a Florida limited liability company

By: 
Name: Charles C. Appleby
Its: President

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