



THE UNITED STATES
CORPORATION
COMPANY

L000000/3861

ACCOUNT NO. : 072100000032

REFERENCE : 951746 4327968

AUTHORIZATION : *Patricia Project*

COST LIMIT : ~~\$ 68.75~~ *NO.00 per Tamara Odom*

ORDER DATE : January 3, 2001

ORDER TIME : 11:21 AM

ORDER NO. : 951746-005

CUSTOMER NO: 4327968

400003521764--1

CUSTOMER: Ms. Stacey Geary
Raynor Law Firm, P.a.
Suite 304
14155 U.s. Highway 1
Juno Beach, FL 33408

ARTICLES OF MERGER

790 HILLBRATH DRIVE CORP.

INTO

790 HILLSBRATH DRIVE L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

UB

1-301

APPROVED
AND
FILED

01 JAN -3 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 JAN -3 PM 12:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

790 HILLBRATH DRIVE CORP., A FLORIDA ENTITY, P00000029437

INTO

790 HILLBRATH DRIVE L.L.C., a Florida entity, L00000013861

File date: January 3, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 90.00

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607,1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. 790 Hillbrath Drive Corp. 790 Hillbrath Drive Lantana, FL 33462	FL	Corporation

Florida Document/Registration Number: P29437 FEI Number: 59-3651094

2. 790 Hillbrath Drive L.L.C. 790 Hillbrath Drive Lantana, FL 33462	FL	Limited Liability Company
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Florida Document/Registration Number: L13861 FEI Number: 65-1058289

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
790 Hillbrath Drive L.L.C. 790 Hillbrath Drive Lantana, FL 33462	FL	Limited Liability Company

Florida Document/Registration Number: L13861 FEI Number: 65-1058289

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607,608,617, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby 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 shareholder, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.—

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member, or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with the Florida Department of State

OR

N/A

(Enter specific date. Note: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY

Name of Entity

Signature(s)

Typed or Printed Name
of Individual

790 Hillbrath Drive
Corp.

By: Anthony Lomangino
Anthony Lomangino,
President

790 Hillbrath Drive
L.L.C.

By: Anthony Lomangino
Southern Waste Systems,
Ltd., Member
By: Anthony Lomangino,
Authorized Agent
and Signatory

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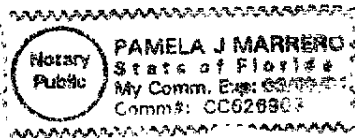
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, a Notary Public duly appointed and authorized in the aforesaid State and County, this 21 day of December, 2000, by ANTHONY LOMANGINO, as President of 790 HILLBRATH DRIVE CORP., a Florida corporation, on behalf of the corporation, who appeared before me, and who is/are personally known to me or (if not personally known to me) who has/have produced _____ as identification.

NOTARY PUBLIC:



[Seal, if any]

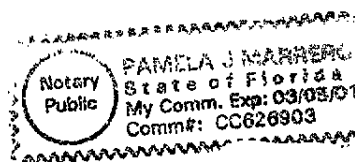
Pamela J. Marrero
Sign Above and Print Name
Here: Pamela J. Marrero
Notary Public - State of Florida
Commission Expiration Date: 3/5/01
Commission Number: CC 626903

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, a Notary Public duly appointed and authorized in the aforesaid State and County, this 21 day of December, 2000, by ANTHONY LOMANGINO, as Authorized Agent and Signatory of SOUTHERN WASTE SYSTEMS, LTD., Member of 790 HILLBRATH DRIVE L.L.C., a Florida limited liability company, on behalf of the company, who appeared before me, and who is/are personally known to me or (if not personally known to me) who has/have produced _____ as identification.

NOTARY PUBLIC:



[Seal, if any]

Pamela J. Marrero
Sign Above and Print Name
Here: Pamela J. Marrero
Notary Public - State of Florida
Commission Expiration Date: 3/5/01
Commission Number: CC 626903

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
790 Hillbrath Drive Corp.	FL
790 Hillbrath Drive L.L.C.	FL

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
790 Hillbrath Drive L.L.C.	FL

THIRD: The terms and conditions of the merger are as follows:

790 Hillbrath Drive Corp., a Florida corporation (the "Corporation"), will merge with and into 790 Hillbrath Drive L.L.C., a Florida limited liability company (the "Company"), the Company will acquire by merger all issued and outstanding shares of stock of the Corporation, the separate existence of the Corporation shall cease, and the Company shall continue unaffected and unimpaired by the merger, shall be fully vested in the Corporation's rights, property (real and personal), interests, privileges, immunities, powers, and franchises (public and private), subject to its restrictions, liabilities, disabilities, and duties, if any. If at any time after the merger the Company shall determine that any further conveyances, agreements, documents, instruments, or assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Company or the Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or desirable acts, to vest, perfect, confirm or record such title thereto in the Company, or to otherwise carry out the provisions of this Plan.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows: N/A

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows: N/A

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FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows: N/A

<u>Name(s) and Address(es)</u> <u>of General Partner(s)</u>	<u>If General Partner is a Non-Individual</u> <u>Florida Document/Registration Number</u>
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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the managers are as follows:

Anthony Lomangino, Manager
790 Hillbrath Drive L.L.C.
790 Hillbrath Drive
Lantana, FL 33462

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: N/A

EIGHTH: Other provisions, if any, relating to the merger: N/A

In witness whereof, the parties have caused this Plan of Merger to be duly executed effective as of December 21, 2000.

790 HILLBRATH DRIVE CORP.

By: Anthony Lomangino
Anthony Lomangino, President

790 HILLBRATH DRIVE L.L.C.

By: SOUTHERN WASTE SYSTEMS, LTD.
Member

By: Anthony Lomangino
Anthony Lomangino, Authorized
Agent and Signatory

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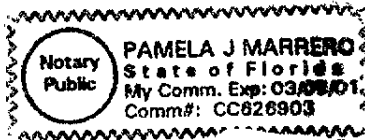
01 JAN 9 PM 2:37
SECRETARY OF STATE
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COUNTY OF PALM BEACH)

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NOTARY PUBLIC:



[Seal, if any]

Sign Above and Print Name

Here: Pamela J. Marrero

Notary Public - State of Florida

Commission Expiration Date: 3/5/01

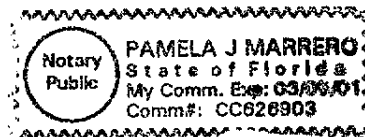
Commission Number: CC 626903

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NOTARY PUBLIC:



[Seal, if any]

Sign Above and Print Name

Here: Pamela J. Marrero

Notary Public - State of Florida

Commission Expiration Date: 3/5/01

Commission Number: CC 626903

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