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ACCOUNT NO. : 072100000032

REFERENCE : 392308 4356849

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 110.00

ORDER DATE : December 17, 2001

ORDER TIME : 4:29 PM

ORDER NO. : 392308-005

CUSTOMER NO: 4356849

800004730948--1

CUSTOMER: Susan Capps, Legal Assistant
Parker Poe Adams & Bernstein
150 Fayetteville Street Mall
Suite 1400
Raleigh, NC 27602

ARTICLES OF MERGER

NORTH FLORIDA C&D DISPOSAL

INTO

LIVE OAK C&D LANDFILL, LLC

Merger

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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Updater		
Verifier		
Acknowledgement		
M. P. Verifier		

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: *med*

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12/19

01 DEC 18 PM 4:42
FIELD
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FF \$50.⁰⁰
Cents 60

ARTICLES OF MERGER
Merger Sheet

MERGING:

NORTH FLORIDA C&D DISPOSAL, A FLORIDA GENERAL PARTNERSHIP

INTO

LIVE OAK C&D LANDFILL, LLC, a Florida entity, L01000017488

File date: December 18, 2001

Corporate Specialist: Brenda Tadlock

Account number: 072100000032

Amount charged: 110.00

ARTICLES OF MERGER

Pursuant to Section 620.8906 of the Florida Revised Uniform Partnership Act and Section 608.4382 of the Florida Limited Liability Company Act, LIVE OAK C&D LANDFILL, LLC, a Florida limited liability company (Document/Registration Number L01000017488, FEI Number 56-2274073) located at 6897 CR 795, Live Oak, Florida 32060 (the "Surviving Entity"), and NORTH FLORIDA C&D DISPOSAL, a general partnership organized under the laws of the State of Florida (Document/Registration Number GP0000001208, FEI Number 59-3740918) located at 6897 CR 795, Live Oak, Florida 32060 (the "Merging Entity"), hereby adopt and submit these Articles of Merger for the purpose of merging the Merging Entity with and into the Surviving Entity:

FIRST: The Plan of Merger, attached hereto as Exhibit A, (i) meets the requirements of Section 620.8905 of the Florida Revised Uniform Partnership Act and Section 608.438 of the Florida Limited Liability Company Act, (ii) was approved by all of the members and the managers of the Surviving Entity in accordance with the Florida Limited Liability Company Act, and (iii) was approved by all of the partners of Merging Entity in accordance with the Florida Revised Uniform Partnership Act.

SECOND: The Merger is permitted under the laws of the State of Florida and is not prohibited by: (i) the Articles of Organization or the Operating Agreement of the Surviving Entity, or (ii) the Partnership Agreement of the Merging Entity.

THIRD: The Merger shall become effective as of the filing of these Articles of Merger.

FOURTH: These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

This is 30th day of November, 2001.

[Signatures Appear on the Following Page]

SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 18 PM 4:42

SURVIVING ENTITY:

LIVE OAK C&D LANDFILL, LLC

By: Star Environmental Services, LLC, a Florida
limited liability company, Member

By: 

Printed Name: James P. Gleeson

Title: Manager

MERGING ENTITY:

NORTH FLORIDA C&D DISPOSAL

By: 

Printed Name: Walter J. Lawson

Title: Partner

By: 

Printed Name: Sidney E. Allen III

Title: Partner

EXHIBIT A
PLAN OF MERGER
OF
NORTH FLORIDA C&D DISPOSAL
WITH AND INTO
LIVE OAK C&D LANDFILL, LLC

This Plan of Merger (this "Plan"), which was adopted and approved by each party to the merger in accordance with Section 620.8905 of the Florida Revised Uniform Partnership Act (the "RUPA") and Section 608.4381 of the Florida Limited Liability Company Act (the "LLCA"), is being submitted in accordance with the provisions of Section 620.8905 of the RUPA and Section 608.438 of the LLCA.

FIRST: All of the partners of North Florida C&D Disposal, a general partnership organized under the laws of the State of Florida (Document/Registration Number GP0000001208, FEI Number 59-3740918) located at 6897 CR 795, Live Oak, Florida 32060 (the "Merging Entity"), and all of the members and managers of Live Oak C&D Landfill, LLC, a Florida limited liability company (Document/Registration Number L01000017488, FEI Number 56-2274073) located at 6897 CR 795, Live Oak, Florida 32060 (the "Surviving Entity"), have approved the merger of the Merging Entity with and into the Surviving Entity in accordance with the provisions of Section 620.8905 of the RUPA and Section 608.4381 of the LLCA, upon the terms and subject to the conditions set forth herein (the "Merger").

SECOND: In accordance with the terms of this Plan, the RUPA and the LLCA, on the Effective Date (as defined below), the Merging Entity shall be merged with and into the Surviving Entity, which shall continue its limited liability company existence under the laws of the State of Florida. On the Effective Date, the separate existence of the Merging Entity shall cease. The Surviving Entity shall succeed, insofar as permitted by law, to all of the rights, liabilities, and obligations of the Merging Entity.

THIRD: Upon the terms and subject to the conditions hereof, the Surviving Entity and the Merging Entity will cause the Merger to be consummated by filing Articles of Merger with the Department of State of the State of Florida, in such form as required by, and executed in accordance with, the LLCA and the RUPA, respectively. The effective date of the merger shall be the date upon which the Articles of Merger are filed (the "Effective Date").

FOURTH: Solely by virtue of the Merger, and without any action on the part of the partners of the Merging Entity, all of the partnership interests of the Merging Entity outstanding immediately prior to the Effective Date shall cease to be outstanding and shall be converted into the right to receive consideration from the Surviving Entity in the form of cash, royalty payments, and a membership interest in the Surviving Entity. All of the partnership interests, when so converted, shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and the partners shall cease to have any rights with respect thereto, other than the right to receive such consideration.

FIFTH: On the Effective Date of the Merger, each outstanding unit of membership interest of the Surviving Entity immediately prior to the Effective Date shall not be converted, exchanged or altered in any manner as a result of the Merger and shall continue as an outstanding membership interest in the Surviving Entity.

SIXTH: This Plan has been adopted and approved by all of the partners of the Merging Entity, and by all of the members and managers of the Surviving Entity, in accordance with the RUPA and the LLCA, respectively, effective as of the 30th day of October, 2001.

SEVENTH: At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, this Plan may be terminated and the Merger abandoned by the partners of the Merging Entity or by the affirmative vote of a majority of the managers of the Surviving Entity, notwithstanding the approval of this Plan by all of the partners of the Merging Entity and all of the members of the Surviving Entity.

EIGHTH: This Plan may be amended, modified or supplemented at any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida by the unanimous written consent of the managers of the Surviving Entity and the partners of the Merging Entity; provided, however, that this Plan may not be amended in any manner that, in the judgment of the partners of the Merging Entity or the managers of the Surviving Entity, would have a material adverse effect in the rights of its partners or members, respectively, or in any manner not permitted under the RUPA or the LLCA.

NINTH: Management of the Surviving Entity is vested in one or more managers, and in accordance with Section 608.438 of the LLCA, the name(s) and business address(es) of such manager(s) are:

<u>Name</u>	<u>Business Address</u>
Steven C. Goode	4030 Wake Forest Rd., Suite 300 Raleigh, North Carolina 27609
James P. Gleeson	4030 Wake Forest Rd., Suite 300 Raleigh, North Carolina 27609
Kenneth L. Kelly	4030 Wake Forest Rd., Suite 300 Raleigh, North Carolina 27609

TENTH: In accordance with Section 620.8905(2)(f), the chief executive office of the Surviving Entity is 4030 Wake Forest Road, Suite 300, Raleigh, North Carolina 27609.