

# L31221

Requestor's Name  
12/21  
Address  
City/State/Zip  
Phone # 6684318

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Fourth Avenue Holdings, Inc  
(Corporation Name) (Document #)
2. into merger  
(Corporation Name) (Document #)
3. Kimmus Recycling Corp.  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

99 DEC 22 PM 12:54

FILED

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\*\*\*\*105.00 \*\*\*\*105.00

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

99 DEC 21 AM 11:54

FILED

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Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

FOURTH AVENUE HOLDINGS, INC., a Florida corporation K80517  
40TH STREET, INC., a Florida corporation L40307

INTO

**KIMMINS RECYCLING CORP.**, a Florida entity, L31221.

File date: December 22, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 22, 1999

Florida Filing & Search  
3260 W. Baldwin  
Tallahassee, FL

SUBJECT: KIMMINS RECYCLING CORP.  
Ref. Number: L31221

We have received your document for KIMMINS RECYCLING CORP. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 199A00059943

*Please back-date to Dec. 22 -  
Thanks!*

RECEIVED  
99 DEC 27 PM 12:26  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
FOURTH AVENUE HOLDINGS, INC.,  
(a Florida corporation)  
and  
40<sup>th</sup> STREET, INC.,  
(a Florida corporation)  
INTO  
KIMMINS RECYCLING CORP.,  
(a Florida corporation)

FILED  
DEC 22 PM 12:54  
99  
TALLAHASSEE, FLORIDA

To the Secretary of the State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida domestic parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following articles of merger.

1. The names of the subsidiary corporations, which are business corporations organized under the laws of the State of Florida, and which are subject to the provisions of the Florida Business Corporation Act, are Fourth Avenue Holdings, Inc. and 40<sup>th</sup> Street, Inc. (collectively the "Merging Corporation").

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Florida, and which is subject to the provision of the Florida Business Corporation Act, is Kimmins Recycling Corp..

3. Attached is a Plan of Merger for merging the Merging Corporations into Kimmins Recycling Corp. as approved by resolution of the Board of Directors of Kimmins Recycling Corp.. Approval by the shareholders was not required.

4. Kimmins Recycling Corp. is the owner of all of the issued shares of the Merging Corporations, and Kimmins Recycling Corp. waived the mailing of a copy of the Plan of Merger.

Executed on December 16, 1999.

FOURTH AVENUE HOLDINGS, INC.  
40<sup>th</sup> STREET, INC.

By: Robert G. Simpson  
Robert G. Simpson, Vice President

KIMMINS RECYCLING CORP.

By: Robert G. Simpson  
Robert G. Simpson, Vice President

## PLAN OF MERGER

This Plan of Merger ("Plan of Merger"), dated as of Dec 16, 1999, by and among Fourth Avenue Holdings, Inc., a Florida corporation and 40<sup>th</sup> Street, Inc., a Florida corporation (the "Merging Corporations"), on the one hand, and KIMMINS RECYCLING CORP., a Florida corporation (the "Surviving Corporation") on the other hand;

### WITNESSETH:

WHEREAS, Fourth Avenue Holdings, Inc. is a corporation organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, 40<sup>th</sup> Street, Inc., is a corporation organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, Kimmins Recycling Corp. is a corporation organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the sole shareholder of the Merging Corporations is Kimmins Recycling Corp. and the sole shareholder of the Surviving Corporation is Waste Management Holdings, Inc., a Delaware corporation; and

WHEREAS, the Boards of Directors of all of the parties hereto deem it desirable and in the best interests of the respective corporations and their sole shareholders that the Merging Corporations be merged into and with the Surviving Corporation, such that the Surviving Corporation will be the surviving corporation of the merger and consolidation, whose name upon giving effect to such merger shall be "KIMMINS RECYCLING CORP.", as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions herein set forth, and each such Board of Directors has duly approved of and authorized the terms and conditions of this Plan of Merger and consolidation;

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the terms and conditions herein set forth, the parties hereto hereby agree as follows:

1. The name and state of incorporation of each of the corporations proposing to merge and consolidate are:

<u>Name</u>	<u>State of Incorporation</u>
Kimmins Recycling Corp.	Florida
Fourth Avenue Holdings, Inc.	Florida
40 <sup>th</sup> Street, Inc.	Florida

2. The parties hereto shall be merged into a single corporation by the Merging Corporations merging with and into 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 laws of the State of Florida, and whose name, upon and after

the effectiveness of the merger, shall be "KIMMINS RECYCLING CORP." The address of the registered or principal office of the Surviving Corporation in its state of incorporation shall continue to be the same address as prior to the effectiveness of the merger. Upon such merger, the separate corporate existence of the Merging Corporations 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 the Merging Corporations, and shall become subject to all the debts and liabilities of the Merging Corporation to the extent such companies were subject to such debts and liabilities.

3. The Articles of Incorporation and Bylaws of the Surviving Corporation shall, upon the merger becoming effective, be the Articles of Incorporation and Bylaws, respectively, of the Surviving Corporation as in effect immediately prior to the effective date of the merger and without any further changes therein until the same shall be altered, amended, or repealed or until new Articles of Incorporation or Bylaws are adopted as provided therein and by law.

4. The names and addresses of the persons who shall constitute the Board of Directors and officers of the Surviving Corporation are those names and addresses of the persons who constitute the Board of Directors and officers, respectively, of the Surviving Corporation immediately prior to the effective date of the merger.

5. Shares of stock of each of the Merging Corporations and the Surviving Corporation shall be converted, exchanged or cancelled as follows:

(a) Outstanding Shares of the Merging Corporations: The shares of common stock of the Merging Corporation that are issued and outstanding on the effective date of the merger, shall together and in the aggregate be automatically cancelled.

(b) Outstanding Shares of the Surviving Corporation: The shares of common stock of the Surviving Corporation that are issued and outstanding on the effective date of the merger, shall remain outstanding as shares of common stock of the Surviving Corporation, which shares of the Surviving Corporation shall continue to be issued, outstanding, fully paid and non-assessable.

6. This Plan of Merger may be terminated and abandoned by action of the Board of Directors of either party at any time prior to the filing and recording of all required documents under the laws of the State of Delaware, whether before or after approval by the respective sole shareholders of the corporate parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed by their respective officers effective on and as of the date above written.