

P02000124060

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MMI ACQUISITION CORPORATION

Certificate of Status	1
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Page Count	07
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91

ARTICLES OF MERGER
Merger Sheet

MERGING:

MICRO-MED INDUSTRIES, INC., a Florida corporation, document number
P92000003279

INTO

MMI ACQUISITION CORPORATION which changed its name to

MICRO-MED INDUSTRIES, INC., a Florida entity, P02000124060

File date: December 9, 2002

Corporate Specialist: Karen Gibson

Fax Audit No.: H02000235234

**ARTICLES OF MERGER
OF
MICRO-MED INDUSTRIES, INC.
(a Florida corporation)
(Florida document number: P92000003279)
with and into
MMI ACQUISITION CORPORATION
(a Florida corporation)
(Florida document number: P02000124060)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICRO-MED INDUSTRIES, INC., a valid and legally formed Florida corporation, and MMI ACQUISITION CORPORATION, a valid and legally formed Florida corporation, hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act:

1. The laws of the state of Florida permit such merger and each of the above-named corporations has acted in compliance with the merger laws of such state.
2. The Plan of Merger is attached hereto.
3. The effective date of the Merger is the date of the filing of these Articles of Merger in the Office of the Secretary of State of the State of Florida.
4. The board of directors of the Surviving Corporation adopted the Plan of Merger on December 9, 2002. Shareholder approval was not required on behalf of the Surviving Corporation.
5. The board of directors and shareholders of the Merging Corporation adopted the Plan of Merger on December 9, 2002.

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IN WITNESS WHEREOF, these Articles of Merger have been executed by the parties to the merger this 9th day of December, 2002.

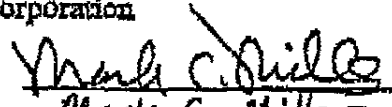
MERGING CORPORATION

MICRO-MED INDUSTRIES, INC., a Florida corporation

By: 
Name: Charles Hendrix
Title: Vice President

SURVIVING CORPORATION

MMI ACQUISITION CORPORATION, a Florida corporation

By: 
Name: Mark C. Miller
Title: President

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PLAN OF MERGER

This Plan of Merger (the "Plan") dated as of December 9, 2002, provides for the merger of MICRO-MED INDUSTRIES, INC., a Florida corporation ("Company"), with and into MMI ACQUISITION CORPORATION, a Florida corporation ("Acquisition Subsidiary") as follows:

ARTICLE I

Corporate Existence of the Surviving Corporation

At the Effective Time of the merger, Company shall be merged with and into Acquisition Subsidiary, and Acquisition Subsidiary shall be the surviving corporation (such merger being hereinafter sometimes referred to as the "Merger"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of Acquisition Subsidiary (hereinafter sometimes referred to as the "Surviving Corporation") shall continue unaffected and unimpaired by the Merger; and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Company shall be merged into the Acquisition Subsidiary and the Surviving Corporation shall be fully vested therewith. The separate existence of Company, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger whereupon Company and the Acquisition Subsidiary shall be and become one single corporation.

ARTICLE II

Certificate of Incorporation of Surviving Corporation

The Articles of Incorporation of Acquisition Subsidiary as of the Effective Time shall be the Restated Articles of Incorporation attached hereto as Annex 1 and shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

ARTICLE III

Bylaws of Surviving Corporation

The bylaws of Acquisition Subsidiary as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect as the bylaws of the Surviving Corporation until amended in accordance with law.

ARTICLE IV

Directors and Officers of Surviving Corporation

The duly qualified and acting directors and officers of Acquisition Subsidiary immediately prior to the Effective Time of the Merger shall be the directors and officers of the Surviving Corporation.

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ARTICLE V

Conversion and Exchange of Shares and Warrant

At and as of the Effective Time, by virtue of the Merger and without any action on the part of any shareholder of the Company (a "Shareholder") or the holder of the company's sole warrant:

(1) each share of common stock of the Company shall be converted into the right to receive 440,985 shares of the common stock of Stericycle, Inc. ("Stericycle Shares"); and

(2) the sole outstanding warrant shall be converted into the right to receive 261,669 Stericycle Shares. In this regard, the warrant shall not be deemed to have been exercised or converted into shares of common stock of the Company, but solely to be exchanged for Stericycle Shares.

ARTICLE VI

Earned Surplus of Surviving Corporation

The earned surplus of the Surviving Corporation shall equal the aggregate of the earned surpluses of Acquisition Subsidiary and Company immediately prior to the Effective Time of the Merger. The earned surplus determined as above provided shall continue to be available for payment of dividends by the Surviving Corporation.

ARTICLE VII

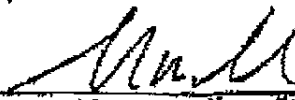
Effective Time of Merger

The "Effective Time" of the Merger shall be at the close of business on the date on which Articles of Merger are filed with the Florida Department of State.

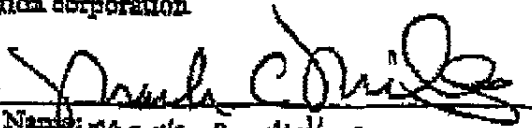
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IN WITNESS WHEREOF, the parties hereto have caused this Plan to be signed by their respective officers thereunto duly authorized as of the day and year first above written.

MICRO-MED INDUSTRIES, INC., a Florida corporation

By: 
Name: FERNAS M. SERNA
Title: PRESIDENT,

MMI ACQUISITION CORPORATION, a Florida corporation

By: 
Name: Mark C. Miller
Title: President

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Annex I

**RESTATED ARTICLES OF INCORPORATION
OF
MICRO-MED INDUSTRIES, INC.
(formerly MMI Acquisition Corporation)**

ARTICLE I

The name of the corporation is:

MICRO-MED INDUSTRIES, INC.

ARTICLE II

The principal place of business address is:

28161 North Keith Drive
Lake Forest, IL 60045

The mailing address of the corporation is:

28161 North Keith Drive
Lake Forest, IL 60045

ARTICLE III

The purpose for which this corporation is organized is any and all lawful business.

ARTICLE IV

The number of shares the corporation is authorized to issue is 1,000.

ARTICLE V

The name and Florida street address of the registered agent remains:

Jean Paradis
4245 Main Avenue
Eaton Park, Florida 33840

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned is familiar with and accepts the obligations of a registered agent.


Jean Paradis

Date: December 9, 2002