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(City/State/Zip/Phone #)

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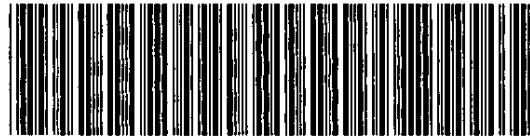
(Business Entity Name)

(Document Number)

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~~10-15-12~~ merge

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FILED
2012 AUG 17 PM 3:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DR
8/21/12

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Waste Alliance, Inc., a Florida corporation

Name of Surviving Party

Please return all correspondence concerning this matter to:

Kent Runnells

Contact Person

Kent Runnells, P.A.

Firm/Company

531 Main Street, Suite F

Address

Safety Harbor, FL 34695

City, State and Zip Code

krpalaw@tampabay.rr.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kent Runnells

at (727) 726-2728

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EXPIRE DATE
~~10-15-12~~

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ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In accordance with Section 607.1101 of the Florida Business Corporation Act, Sharps MD Incorporated, a Florida corporation, and Waste Alliance, Inc., a Florida corporation, hereby cause these Articles of Merger to be filed with the Florida Secretary of State:

FIRST: THESE ARTICLES OF MERGER between Sharps MD Incorporated, a Florida corporation and Waste Alliance, Inc., a Florida corporation, are made effective as of October 15, 2012 and have been approved by both parties and are being submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

A: The exact name, address and jurisdiction of the merging parties are:

Sharps MD Incorporated, a Florida corporation

1250 South Pinellas Avenue, Suite 906, Tarpon Springs, FL 34689

Waste Alliance, Inc., a Florida corporation

1018 South Pinellas Avenue, Suite L, Tarpon Springs, FL 34689

B: The exact name, address and jurisdiction of the surviving entity shall be:

Waste Alliance, Inc., a Florida corporation

1018 South Pinellas Avenue, Suite L, Tarpon Springs, FL 34689

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

Sharps MD Incorporated shall and does hereby transfer all of its assets to **Waste Alliance, Inc.** subject to any and all liabilities and encumbrances against such assets, whether known or unknown.

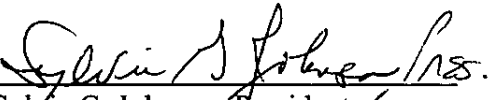
D: The manner and basis of converting the shares of **Sharps MD Incorporated** to shares in **Waste Alliance, Inc.** shall be: five (5) shares of **Sharps MD Incorporated** shall be exchanged for one (1) share of **Waste Alliance, Inc.**

E: The effective date of these Articles of Merger shall be upon filing with the Florida Secretary of State.

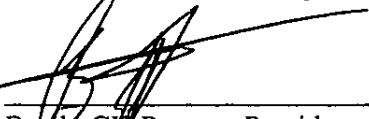
SECOND: The Plan of Merger pursuant to which these Articles of Merger have been submitted was approved by the unanimous written consent of all of the shareholders and directors of **Sharps MD Incorporated** and all of the shareholders and directors of **Waste Alliance, Inc.** on August 8, 2012.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on ^{August 8,} ~~July~~ ²⁰¹², 2012, to be filed with the State of Florida on or about October 15, 2012 and effective at that time. ^{DH}

Sharps MD Incorporated, by:


Sylvia G. Johnson, President

Waste Alliance, Inc., by:


Basile CH Pertsas, President