

*Sherrick Telen*  
Requestor's Name

*12/21*  
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**P26356**

*6684318*  
Phone #

City/State/Zip

Office Use Only

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

1. Transamerica Environmental Inc.  
(Corporation Name) (Document #)
2. into  
(Corporation Name) (Document #)
3. Transamerica Waste Industries Inc  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

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☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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99 DEC 21 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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RECEIVED  
99 DEC 21 AM 11:54  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
S. PAYNE DEC 22 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TRANSAMERICAN ENVIRONMENTAL, INC., a Florida corporation, V21157

into

**TRANSAMERICAN WASTE INDUSTRIES, INC.**, a Delaware entity P26356

File date: December 21, 1999

Corporate Specialist: Susan Payne

ARTICLES OF MERGER  
OF  
TRANSAMERICAN ENVIRONMENTAL, INC.,  
(a Florida corporation)  
INTO  
TRANSAMERICAN WASTE INDUSTRIES, INC.,  
(a Delaware corporation)

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TALLAHASSEE, FLORIDA

To the Secretary of the State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Florida, and which is subject to the provisions of the Florida Business Corporation Act, is Transamerican Environmental, Inc.
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is Transamerican Waste Industries, Inc..
3. Attached is a Plan of Merger for merging Transamerican Environmental, Inc. into Transamerican Waste Industries, Inc. as approved by resolution of the Board of Directors of Transamerican Waste Industries, Inc. Approval by the shareholders was not required.
4. Transamerican Waste Industries, Inc. is the owner of all of the issued shares of Transamerican Environmental, Inc., and Transamerican Waste Industries, Inc. waived the mailing of a copy of the Plan of Merger.
5. The laws of the jurisdiction of organization of Transamerican Environmental, Inc. and Transamerican Waste Industries, Inc. permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of Transamerican Waste Industries, Inc.; and the merger of Transamerican Environmental, Inc. into Transamerican Waste Industries, Inc. is in compliance with the laws of the jurisdiction of organization of Transamerican Environmental, Inc.

Executed on Dec 16, 1999. \_

TRANSAMERICAN WASTE INDUSTRIES, INC.

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

TRANSAMERICAN ENVIRONMENTAL, INC.

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 Transamerican Environmental, Inc., a Florida corporation (the "Merging Corporation"), on the one hand, and TRANSAMERICAN WASTE INDUSTRIES, INC., a Delaware corporation (the "Surviving Corporation") on the other hand;

### WITNESSETH:

WHEREAS, Transamerican Environmental, Inc. is a corporation organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, Transamerican Waste Industries, Inc. is a corporation organized and existing under and by virtue of the laws of the State of Delaware; and

WHEREAS, the sole shareholder of the Merging Corporation is Transamerican Waste Industries, Inc. 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 Corporation 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 "TRANSAMERICAN WASTE INDUSTRIES, INC.", as authorized by the statutes of the State of Delaware 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>
Transamerican Waste Industries, Inc.	Delaware
Transamerican Environmental, Inc.	Florida

2. The parties hereto shall be merged into a single corporation by the Merging Corporation 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 Delaware, and whose name, upon and after the effectiveness of the merger, shall be "TRANSAMERICAN WASTE INDUSTRIES, INC." 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 Corporation 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 Corporation, 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 Corporation and the Surviving Corporation shall be converted, exchanged or cancelled as follows:

(a) Outstanding Shares of the Merging Corporation: 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.

TRANSAMERICAN ENVIRONMENTAL, INC.

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

TRANSAMERICAN WASTE INDUSTRIES, INC.

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