

10/15/1999 11:29
Division of Corporations

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NO. 514 001

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P30091

*Darlene
Please give
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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

ADS CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

*Merger
10/15/99 DC*

ARTICLES OF MERGER
Merger Sheet

MERGING:

GRINER'S PIPELINE SERVICES, INC., a Florida corporation, 497984

INTO

ADS ENVIRONMENTAL SERVICES, INC., a Delaware entity, P30091

File date: October 14, 1999

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER
OF
GRINER'S PIPELINE SERVICES, INC.
INTO
ADS CORPORATION**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

FIRST: The name of the surviving corporation is ADS Corporation, a Delaware corporation.

SECOND: The name of the merging corporation is Griner's Pipeline Services, Inc., a Florida corporation.

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the Board of Directors of the surviving corporation on October 14th 1999 and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the sole shareholder of the merging corporation on October 14th 1999.

IN WITNESS WHEREOF, the undersigned have caused this certificate to be executed this 14th day of October, 1999.

ADS CORPORATION

By: 

Name: Thomas R. Neel

Title: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

GRINER'S PIPELINE SERVICES, INC.

By: 

Name: M. Robert Granger

Title: President

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10/15/1999

11:29

CCRS - 9224000

NO. 514 . 005

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**PLAN OF MERGER
OF
GRINER'S PIPELINE SERVICES, INC.
INTO
ADS CORPORATION**

The following plan of merger is submitted in compliance with the Florida Corporation Business Act, pursuant to Section 607.1104, F.S. and in accordance with Section 253 of the General Corporation Law of the State of Delaware.

The name of the parent corporation owning 100% of the outstanding shares of each class of the subsidiary corporation is ADS Corporation, a Delaware corporation.

The name of the subsidiary corporation is Griner's Pipeline Services, Inc., a Florida corporation.

One hundred percent of the outstanding capital stock of Griner's Pipeline Services, Inc. is owned by ADS Corporation. Upon the effectiveness of the merger, said capital stock shall be cancelled and no shares of ADS Corporation shall be issued in exchange therefor.

There are no other provisions to this Plan of Merger.

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