

P36354

ARTICLES OF MERGER
Merger Sheet

MERGING:

TANIS LEASING COMPANY, a FL corp., #620053

into

BFI WASTE SYSTEMS OF NORTH AMERICA, INC., a Delaware corporation
P36354

File date: September 30, 1997

Corporate Specialist: Susan Payne

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

500002307845--9
-09/30/97--01058--018
*****35.00 *****35.00

500002307845--9
-09/30/97--01058--019
*****35.00 *****35.00

Tanis Leasing Company

merging into:

BFI Waste Systems of North America, Inc.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of F.A. |
| | | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DIVISION OF CORPORATIONS
97 SEP 30 PM 3:45

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.F. Verifier

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SEP 30 1997

THANKS, MELANIE ©

merger sp

**00789, 02277, 00677*

9/30/97

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 1, 1997

10-10-97
CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: BFI WASTE SYSTEMS OF NORTH AMERICA, INC.
Ref. Number: P36354

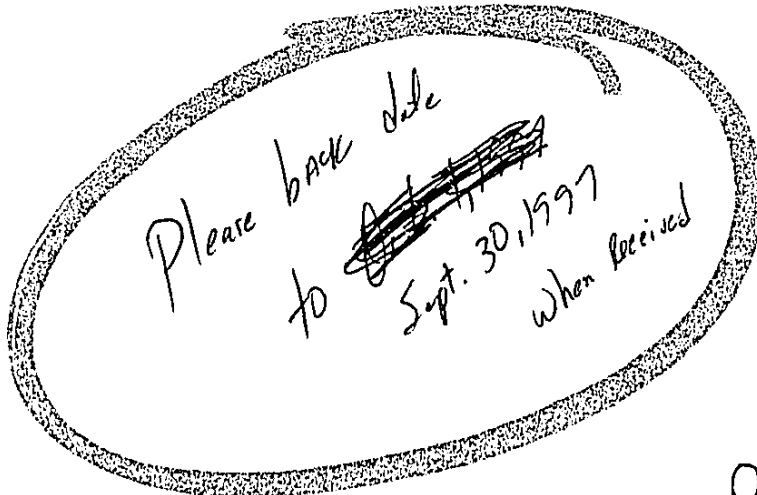
We have received your document for BFI WASTE SYSTEMS OF NORTH AMERICA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached. ✓

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

10-10-97
Annette Hogan
Corporate Specialist

Letter Number: 097A00048365



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Pick-up Today
3:30
10-2-97
Thanks,
Melanie

DOMESTIC CORPORATION AND FOREIGN CORPORATION

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DIVISION OF CORPORATIONS
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ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of corporation	State/country of incorporation
BFI Waste Systems of North America, Inc.	Delaware
Tanis Leasing Company	Florida

SECOND: The laws of the state or country under which such foreign (corporation is) (corporations are) organized permit such merger and such foreign (corporation is) (corporations are) complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is as follows: Please see Exhibit "A"

(NOTE: Plan of merger shall set forth:

- (1) The name of each of the corporations planning to merge, and the name of the surviving corporation into which each other corporation plans to merge, which is hereinafter designated as the surviving corporation;
- (2) The terms and conditions of the proposed merger; and
- (3) (a) The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property; and
- (3) (b) The manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

The plan of merger may set forth:

(4) Amendments to, or a restatement of the articles of incorporation of the surviving corporation; and

(5) Other provisions relating to the merger.)

FIFTH: The effective date of the certificate of merger shall be the 30th
day of September 19 97.

(NOTE: The effective date of the merger may be on or after the date of filing the certificate. If the articles of merger do not provide for an effective date of the merger, then the effective date shall be the date on which the articles of merger are filed.)

SIXTH: If shareholder approval was not required, a provision to that effect is as follows:

SEVENTH: The plan of merger was adopted by the ^{sole} shareholders (or the Board of Directors when no vote of the shareholders is required) of Tanis Leasing Company, on (Name of merged corporation) the 25th day of September, 19 97, and was adopted by the ^{sole} shareholders (or the Board of Directors when no vote of the shareholders is required) of BFI Waste Systems of North America, Inc. on (Name of surviving corporation) the 25th day of September, 19 97.

Signed this 25th day of September, 19 97.

BFI Waste Systems of North America, Inc.
(Name of surviving corporation)

By

(Chairman or Vice Chairman of the Board of Directors, or President or another officer)

Eileen B. Schuler
(Name)

Vice President
(Title)

Tan's Leasing Company
(Name of leased corporation)

By

(Chairman or Vice Chairman of the Board
of Directors, or President or another officer)

Eileen B. Schuler
(Name)

Vice President
(Title)

EXHIBIT "A"**PLAN OF MERGER**

- A. The name of the merged corporation is:
Tanis Leasing Company, a Florida corporation.
- B. The name of the surviving corporation is:
BFI Waste Systems of North America, Inc., a Delaware corporation.
- C. BFI Waste Systems of North America, Inc. shall be the surviving corporation and does hereby merge with and into itself, Tanis Leasing Company (hereinafter referred to as the "Merged Corporation"). The Articles of Incorporation and By-Laws of BFI Waste Systems of North America, Inc. shall be the Articles of Incorporation and By-Laws of the Surviving Corporation.
- D. On the effective date of the merger, each share of the issued and outstanding stock of the Merged Corporation shall forthwith be canceled and no shares of the Surviving Corporation will be issued in exchange therefor. All of the property, rights, privileges, leases and patents of the Merged Corporation are to be transferred to and become the property of the Surviving Corporation. The officers and sole director of each of the Merged and Surviving Corporations are authorized to execute all deeds, assignments and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
- E. The effective date of the merger for tax and accounting purposes shall be September 30, 1997.