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Florida Department of State
Division of Corporations
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12-31-03

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

DXRESOURCES CORPORATION

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| Certificate of Status | 0 |
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Merge

12/31/03

FROM

(TUE) 12.30' 03 16:28/ST. 16:27/NO. 4863333984 P 2
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ARTICLES OF MERGER

of

SERAWASTE SYSTEMS CORPORATION, a Florida corporation,

and

CDC ENVIRONMENTAL CORP., Florida corporation,

with and into

DXRESOURCES CORPORATION, a Florida corporation

EFFECTIVE DATE
12-31-03

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations have executed these Articles of Merger by which SERAWASTE SYSTEMS CORPORATION, a Florida corporation ("SERAWASTE") and CDC ENVIRONMENTAL CORP., a Florida corporation ("CDC" and together with SERAWASTE, sometimes referred to collectively hereinafter as the "Disappearing Corporations"), shall be merged (the "Merger") with and into DXRESOURCES CORPORATION a Florida corporation (the "Surviving Corporation"), in accordance with an Agreement and Plan of Merger (the "Agreement"), adopted pursuant to Section 607.1103 of the FBCA. The undersigned corporations hereby certify as follows:

1. Parties of Merger. 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:

| <u>Name of Corporation</u> | <u>State/Country of Incorporation</u> |
|-------------------------------|---------------------------------------|
| SERAWASTE SYSTEMS CORPORATION | Florida |
| CDC ENVIRONMENTAL CORP. | Florida |
| DXRESOURCES CORPORATION | Florida |

DXRESOURCES CORPORATION is the Surviving Corporation.

2. Compliance with Florida Law. SERAWASTE SYSTEMS CORPORATION, CDC ENVIRONMENTAL CORP., and DXRESOURCES CORPORATION, as the surviving corporation, are complying with the applicable provisions of Sections 607.1101 - 607.1104 and Section 607.1105 of the FBCA.
3. Plan of Merger. The terms and conditions of the proposed merger and the manner and basis for converting the shares are set forth in the Agreement. Attached hereto as Exhibit A is a Plan of Merger, which implements the terms of the Agreement.

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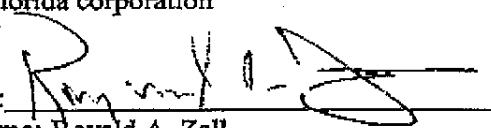
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(TUE) 12. 30' 03 16:28/ST. 16:27/NO. 4863333984 P 3
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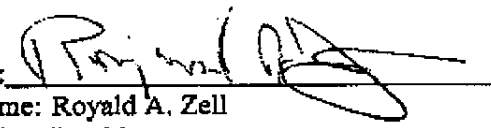
4. Board of Directors Approval. The Plan of Merger was approved and adopted by the respective Boards of Directors of each of SERAWASTE and CDC on December 30, 2003 and by the Surviving Corporation on December 30, 2003.
5. Shareholder Approval. The Agreement was approved and adopted by the stockholders of SERAWASTE on December 30, 2003. The Agreement was approved and adopted by the stockholders of CDC on December 30, 2003. The Agreement was approved and adopted by the shareholders of the Surviving Corporation on December 30, 2003.
6. Effective Date. The effective date of the Merger herein contemplated shall be the later of December 31, 2003 or date on which these Articles of Merger are filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 30th day of December, 2003.

SERAWASTE SYSTEMS CORPORATION,
a Florida corporation

By: 
Name: Royald A. Zell
Title: President

CDC ENVIRONMENTAL CORP.,
a Florida corporation

By: 
Name: Royald A. Zell
Title: President

DXRESOURCES CORPORATION,
a Florida corporation

By: 
Name: Royald A. Zell
Title: President

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PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is adopted and approved this 30th day of December, 2003 by and among:

SERAWASTE SYSTEMS CORPORATION,
a Florida corporation ("SERAWASTE"); and

CDC ENVIRONMENTAL CORP.,
a Florida corporation ("CDC")

(CDC together with SERAWASTE being sometimes referred to collectively hereinafter as the
"Merged Corporations")

AND

DXRESOURCES CORPORATION,
a Florida corporation (the "Surviving Corporation").

The Merged Corporations and the Surviving Corporation are referred to collectively herein as the
"Constituent Corporations."

BACKGROUND

The Shareholders and the Board of Directors of the Constituent Corporations have determined that it is in the best interests of the Constituent Corporations to merge in accordance with the provisions of Section 607.1107 of the Florida Business Corporations Act, all in accordance with the terms and conditions hereinafter set forth.

PLAN

Merger.

The Merged Corporations shall merge with and into the Surviving Corporation, which corporation shall survive the merger. The effective date of the merger shall be the later of December 31, 2003 or the date on which the Articles of Merger are filed in the offices of the Secretary of State, State of Florida.

Organizational Documents of Surviving Corporation.

Upon the effective date of the merger provided for herein, the Articles of Incorporation and the Bylaws of DXRESOURCES CORPORATION shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation, until altered, amended, or repealed.

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Directors and Officers.

Upon the effective date of the merger provided for herein, the Board of Directors of the Surviving Corporation shall consist of the following person:

ROYALD A. ZELL

Such person shall serve until his successor shall have been duly elected and qualified, or until his prior death, resignation or removal.

The persons who shall be the officers of the Surviving Corporation after the consummation of the transactions described herein shall consist of the following persons:

ROYALD A. ZELL

Such person shall serve until his successor shall have been duly appointed and qualified, or until his prior death, resignation or removal.

Effect of Merger.

Upon the effective date of the merger, the separate existence of the Merged Corporations shall cease, and the Merged Corporations shall be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall survive such merger, and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations consistent with the Articles of Incorporation of the Surviving Corporation, and all property, real, personal and mixed, causes of action, and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed, and the Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation against either of the Constituent Corporations due or to become due, claim or demand for any cause existing against either of the Constituent Corporations shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either of the Constituent Corporations shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either of the Constituent Corporations. To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors and assigns, the Merged Corporations shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, all property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for. The proper officers and directors of the Merged Corporations and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of the Surviving Corporation or otherwise, to undertake or cause to be taken any and all such action.

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Conversion of Capital Stock of Merged Corporation.

Each of the shares of common stock of each of the Merged Corporations issued and outstanding as of the effective date hereof shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive one (1) share of the common stock of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned Merged Corporations and Surviving Corporation have caused these presents to be executed by their duly authorized officers as of the day and year first above written.

SERAWASTE SYSTEMS CORPORATION,
a Florida corporation

By: 

Name: Royald A. Zell

Title: President

CDC ENVIRONMENTAL CORP.,
a Florida corporation

By: 

Name: Royald A. Zell

Title: President

DXRESOURCES CORPORATION,
a Florida corporation

By: 

Name: Royald A. Zell

Title: President

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