

P95000064141

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95 AUG 18 PM 3:48
DIVISION OF REGISTRATION
5000001564608
-08/21/95--01001--005
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OFFICE USE ONLY

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

1. RS Merger sub
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" 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 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

FILED
95 AUG 18 PM 4:24
TALLAHASSEE, FLORIDA

BROWN AUG 18 1995

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
RS MERGERSUB, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is RS Mergersub, Inc.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation is 801 Brickell Avenue, 24th Floor, Miami, Florida 33131.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 216 South Monroe Street Suite 200, Tallahassee, Florida 32301. The name of the corporation's initial registered agent at that office is Christopher R. Haughee.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator of the corporation is Christopher R. Haughee, 216 South Monroe Street Suite 200, Tallahassee, Florida 32301.

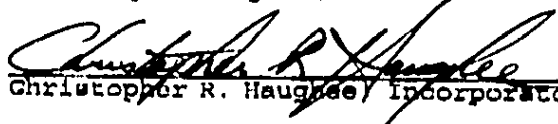
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TALLAHASSEE, FLORIDA

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of August, 1995.

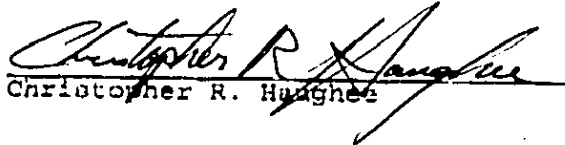

Christopher R. Haughee, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of RS Mergersub, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 18th day of August, 1995.


Christopher R. Haughey

55 AUG 18 PM 4:24
CLERK OF COURT
FLORIDA

P95000064141



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RS MERGERSUB, INC., A FLORIDA CORPORATION, P95000064141

INTO

SOUTHLAND ENVIRONMENTAL SERVICES, INC., a Florida corporation,
P93000023880.

File date: October 17, 1995

Corporate Specialist: Nancy Hendricks