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P960000040006

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

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Tallahassee, FL 32301 222-1092

City

State

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Phone

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CORPORATION(S) NAME

Sanifill of Florida Hauling, Inc.
into
Sanifill, Inc.

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TALLAHASSEE, FLORIDA

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Merger

CR2E031 (1-89)

P96000040006

ARTICLES OF MERGER
Merger Sheet

MERGING:

SANIFILL OF FLORIDA HAULING, INC., a Florida corporation, P96000040006

INTO

SANIFILL, INC., a Delaware corporation not qualified in Florida.

File date: December 24, 1997

Corporate Specialist: Velma Shepard

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

FILED
97 DEC 24 AM 10:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 |
|-----------------------------------|--------------------------------|
| Sanifill of Florida Hauling, Inc. | Florida |
| Sanifill, Inc. | Delaware |

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

THIRD: The foreign corporation complies with Section 607.1105 F.S. 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.

FOURTH: The plan of merger is as follows:

(1) Sanifill of Florida Hauling, Inc., a Florida corporation ("Florida"), will be merged into Sanifill, Inc., a Delaware corporation ("Sanifill"). Sanifill is hereinafter designated as the "Surviving Corporation."

(2) The parties hereto shall be merged into a single corporation by Florida merging into and with Sanifill, 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 General Corporation Law of the State of Delaware, and whose name upon the effectiveness of the merger shall be "Sanifill, Inc." Upon such merger, the separate corporate existence of Florida 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 Florida and shall become subject to all the debts and liabilities of Florida to the extent such company was subject to such debts and liabilities.

(3)(a)

(i) Outstanding Shares of Florida. The 100 shares of common stock, \$.01 par value per share, of Florida that are issued and outstanding on the effective date of the merger, which shares are all held by Sanifill, shall together and in the aggregate be automatically canceled.

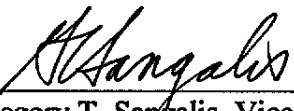
(ii) Outstanding Shares of Sanifill. The 100 shares of common stock, \$.01 par value per share, of Sanifill that are issued and outstanding on the effective date of the merger, which shares are all held by USA Waste Services, Inc., a Delaware corporation, shall continue to be issued, outstanding, fully paid and non-assessable.

(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 of the corporation or, in whole or in part, into cash or other property. None.

FIFTH: The plan of merger was adopted by the shareholders of Sanifill of Florida Hauling, Inc., a Florida corporation, on the 15th day of December, 1997, and was adopted by the shareholders of Sanifill, Inc., a Delaware corporation, on the 15th day of December, 1997.

Signed this 15th day of December, 1997.

SANIFILL, INC., a Delaware corporation
(name of surviving corporation)

By: 
Gregory T. Sangalis, Vice President

SANIFILL OF FLORIDA HAULING, INC., a Florida corporation
(name of merged corporation)

By: 
Gregory T. Sangalis, Vice President