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CORPORATION(S) NAME

Merger

A.J. Cartage Southeast, Inc.

- ☐ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Fictitious Name
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6/24

Hope

*00789, 02277, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SYNAGRO SUB FLORIDA, INC., a Florida corporation P98000052980

INTO

A & J CARTAGE SOUTHEAST, INC., a Florida corporation, P97000010744.

File date: June 24, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 24, 1998

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32310

SUBJECT: A & J CARTAGE SOUTHEAST, INC.
Ref. Number: P97000010744

We have received your document for A & J CARTAGE SOUTHEAST, 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.

Annette Hogan
Corporate Specialist

Letter Number: 998A00034748

Ath:
Annette

Please Backdate!

Shpe @CT

DIVISION OF CORPORATION

98 JUN 29 PM 2:57

RECEIVED

STATE OF FLORIDA
ARTICLES OF MERGER

OF

SYNAGRO SUB FLORIDA, INC.

A FLORIDA CORPORATION

INTO

A & J CARTAGE SOUTHEAST, INC.

A FLORIDA CORPORATION

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

FIRST: *See attached.*

(NOTE: Plan of merger shall set forth:

(1) The name of each corporation 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) 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 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.)

SECOND: The effective date of the merger is June 23, 19 98.

(NOTE: The effective date of the merger may be on or after the date of filing the articles of merger. 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.)

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH: The plan of merger was adopted by the shareholders (or the board of directors when no vote of the shareholders is required) of SYNAGRO SUB FLORIDA, INC.
(name of merged corporation)

a Florida corporation, on the 23 day of June, 19 98, and was adopted by the shareholders (or the board of directors when no vote of the shareholders is required) of A & J CARTAGE SOUTHEAST, INC.
(name of surviving corporation), a Florida corporation, on

the 23rd day of June, 19 98.

(NOTE: Section 607.1103(7) provides that action by the shareholders of the surviving corporation on a plan of merger shall not be required unless required by its articles of incorporation if:

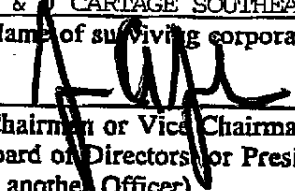
(a) The articles of incorporation of the surviving corporation will not differ (except for amendments enumerated in Section 607.1002) from its articles before the merger; and

(b) Each shareholder of the surviving corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

Signed this 23rd day of June, 19 98.

A & J CARTAGE SOUTHEAST, INC.
(Name of surviving corporation)

By


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

James A. Jalovec

(Name)

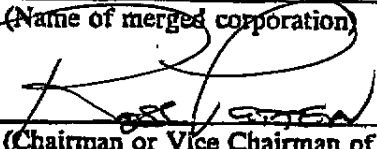
President

(Title)

SYNAGRO SUB FLORIDA, INC.

(Name of merged corporation)

By


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

Ross M. Patten

(Name)

President

(Title)

PLAN OF MERGER
OF
SYNAGRO SUB FLORIDA, INC.
INTO
A & J CARTAGE SOUTHEAST, INC.

1. Stock Ownership

Synagro Sub Florida, Inc., is a Florida Corporation with its principal offices located in the City of Clearwater and County of Pinellas, State of Florida. Its authorized capital stock consists of One Thousand (1,000) shares of 01/100ths Dollar (\$.01) par value voting common stock of which One Thousand (1,000) shares of stock are issued and outstanding and are held as follows:

Synagro Technologies, Inc.: 1,000 shares

A & J Cartage Southeast, Inc., is a Florida corporation with its principal offices located in the City of Clearwater and County of Pinellas, State of Florida. Its authorized capital stock consists of Ten Thousand (10,000) shares of One Dollar (\$1.00) par value voting common stock of which One Hundred Thirty Five (135) shares of stock are issued and outstanding and are held as follows:

James A. Jalovec: 100 shares
Karl R. Sattler: 35 shares

2. Purpose Of Merger

The purpose of this merger is to provide for the continuity of the businesses conducted by the corporations through the merger of Synagro Sub Florida, Inc., into A & J Cartage Southeast, Inc.; A & J Cartage Southeast, Inc. will continue to conduct the business of the corporation as the surviving corporation. It is anticipated the merger will increase the profits of the business by decreasing administrative costs,

bookkeeping, accounting, legal, and other management related expenses.

3. Time And Effect Of Plan

This merger shall take effect at the close of business on June 23, 1998 or on the date the Articles of Merger are filed with the Florida Secretary of State, whichever occurs later.

4. The Merger

A. As of the effective date of this merger, there are hereby transferred to and vested in A & J Cartage Southeast, Inc., any and all property, real, personal, and mixed, debts due on whatever accounts, all choses in action, and every other interest of and belonging to Synagro Sub Florida, Inc., without further act or deed of the corporation, and the title to any real estate or interest therein, vested in Synagro Sub Florida, Inc., shall not revert or in any manner be impaired by reason of this merger.

B. A & J Cartage Southeast, Inc., as the surviving corporation, shall forthwith be responsible and liable for all liabilities and obligations of Synagro Sub Florida, Inc., and the rights of the creditors of Synagro Sub Florida, Inc., and all liens upon property of said corporation shall not be impaired by this merger.

C. On the effective date of the merger, and upon the distribution of all property and liability set forth above by Synagro Sub Florida, Inc., to A & J Cartage Southeast, Inc.; A & J Cartage Southeast, Inc. shall issue such shares of stock to the shareholder of Synagro Sub Florida, Inc. on a 1 for 10 basis; ie. A & J Cartage Southeast, Inc. shall issue One Hundred (100) shares of stock to the shareholder of Synagro Sub Florida, Inc., Synagro Tehnologies, Inc.

D. The articles of incorporation and bylaws of A & J Cartage Southeast, Inc., shall continue as the articles of incorporation and bylaws of the surviving corporation.

E. A & J Cartage Southeast, Inc., as the surviving corporation of the merger, shall continue the business activities

and operations of both of the corporations. Ross M. Patten shall be President, James A. Jalovec shall be Vice President, Mark A. Rome shall be Treasurer and Secretary of A & J Cartage Southeast, Inc. effective as of the date of this merger.

F. The corporate existence of Synagro Sub Florida, Inc., shall cease and terminate upon the effective date of this merger.

G. From time to time, whenever such action may be reasonably necessary to effectuate the terms and provisions of this Plan of Merger, the parties hereto shall execute and deliver all such instruments or documents which may be required for such purposes.

H. For purposes of recommending and submitting this Plan of Merger to the board of directors and the shareholders of the respective corporations in accordance with Sections 607.1105 of the Florida Statutes, the respective officers of the corporations have executed this plan in their respective corporate names as of the 23rd day of June, 1998.

Synagro Sub Florida, Inc.

By _____
Ross M. Patten, President

By _____
Mark A. Rome, Secretary

A & J Cartage Southeast, Inc.

By _____
James A. Jalovec, President

By _____
James A. Jalovec, Secretary