

P97000021081

Sheddy Billing
Requestor's Name

12/21

Address

6684318

City/State/Zip

Phone #

Office Use Only

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

1. Waste - X Services, Inc
(Corporation Name) (Document #)

2. into
(Corporation Name) (Document #)

3. Eastern Environmental Services of FL
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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TALLAHASSEE, FLORIDA

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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-12/21/99-01063-020
*****70.00 *****70.00

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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TALLAHASSEE, FLORIDA

merger

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WASTE-X SERVICES, INC., a FL corp., J95168

INTO

EASTERN ENVIRONMENTAL SERVICES OF FLORIDA, INC., a Florida entity,
P97000021081.

File date: December 21, 1999

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
OF
WASTE-X SERVICES, INC.,
(a Florida corporation)
INTO

EASTERN ENVIRONMENTAL SERVICES OF FLORIDA, INC.,
(a Florida corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of the State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida domestic parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Florida, and which is subject to the provisions of the Florida Business Corporation Act, is Waste-X Services, Inc.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Florida, and which is subject to the provision of the Florida Business Corporation Act, is Eastern Environmental Services of Florida, Inc.

3. Attached is a Plan of Merger for merging Waste-X Services, Inc. into Eastern Environmental Services of Florida, Inc. as approved by resolution of the Board of Directors of Eastern Environmental Services of Florida, Inc. Approval by the shareholders was not required.

4. Eastern Environmental Services of Florida, Inc. is the owner of all of the issued shares of Waste-X Services, Inc., and Eastern Environmental Services of Florida, Inc. waived the mailing of a copy of the Plan of Merger.

Executed on Dec 14, 1999.

EASTERN ENVIRONMENTAL SERVICES OF
FLORIDA, INC.

By: Robert G. Simpson
Robert G. Simpson, Vice President

WASTE-X SERVICES, INC.

By: Robert G. Simpson
Robert G. Simpson, Vice President

PLAN OF MERGER

This Plan of Merger ("Plan of Merger"), dated as of Dec 16, 1999, by and among Waste-X Services, Inc., a Florida corporation (the "Merging Corporation"), on the one hand, and EASTERN ENVIRONMENTAL SERVICES OF FLORIDA, INC., a Florida corporation (the "Surviving Corporation") on the other hand;

WITNESSETH:

WHEREAS, Waste-X Services, Inc. is a corporation organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, Eastern Environmental Services of Florida, Inc. is a corporation organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the sole shareholder of the Merging Corporation is Eastern Environmental Services of Florida, Inc. and the sole shareholder of the Surviving Corporation is Waste Management Holdings, Inc., a Delaware corporation; and

WHEREAS, the Boards of Directors of all of the parties hereto deem it desirable and in the best interests of the respective corporations and their sole shareholders that the Merging Corporation be merged into and with the Surviving Corporation, such that the Surviving Corporation will be the surviving corporation of the merger and consolidation, whose name upon giving effect to such merger shall be "EASTERN ENVIRONMENTAL SERVICES OF FLORIDA, INC.", as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions herein set forth, and each such Board of Directors has duly approved of and authorized the terms and conditions of this Plan of Merger and consolidation;

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the terms and conditions herein set forth, the parties hereto hereby agree as follows:

1. The name and state of incorporation of each of the corporations proposing to merge and consolidate are:

<u>Name</u>	<u>State of Incorporation</u>
Eastern Environmental Services of Florida, Inc.	Florida
Waste-X Services, Inc.	Florida

2. The parties hereto shall be merged into a single corporation by the Merging Corporation merging with and into 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 laws of the State of Florida, and whose name, upon and after the effectiveness of the merger, shall be "EASTERN ENVIRONMENTAL SERVICES OF FLORIDA, INC." The address of the registered or principal office of the Surviving Corporation in its state of incorporation shall continue to be the same address as prior to the effectiveness of the merger. Upon such merger, the separate corporate existence of the Merging Corporation 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 the Merging

Corporation, and shall become subject to all the debts and liabilities of the Merging Corporation to the extent such companies were subject to such debts and liabilities.

3. The Articles of Incorporation and Bylaws of the Surviving Corporation shall, upon the merger becoming effective, be the Articles of Incorporation and Bylaws, respectively, of the Surviving Corporation as in effect immediately prior to the effective date of the merger and without any further changes therein until the same shall be altered, amended, or repealed or until new Articles of Incorporation or Bylaws are adopted as provided therein and by law.

4. The names and addresses of the persons who shall constitute the Board of Directors and officers of the Surviving Corporation are those names and addresses of the persons who constitute the Board of Directors and officers, respectively, of the Surviving Corporation immediately prior to the effective date of the merger.

5. Shares of stock of each of the Merging Corporation and the Surviving Corporation shall be converted, exchanged or cancelled as follows:

(a) Outstanding Shares of the Merging Corporation: The shares of common stock of the Merging Corporation that are issued and outstanding on the effective date of the merger, shall together and in the aggregate be automatically cancelled.

(b) Outstanding Shares of the Surviving Corporation: The shares of common stock of the Surviving Corporation that are issued and outstanding on the effective date of the merger, shall remain outstanding as shares of common stock of the Surviving Corporation, which shares of the Surviving Corporation shall continue to be issued, outstanding, fully paid and non-assessable.

6. This Plan of Merger may be terminated and abandoned by action of the Board of Directors of either party at any time prior to the filing and recording of all required documents under the laws of the State of Florida, whether before or after approval by the respective sole shareholders of the corporate parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed by their respective officers effective on and as of the date above written.

WASTE-X SERVICES, INC.

By: Robert G. Simpson
Robert G. Simpson, Vice President

EASTERN ENVIRONMENTAL SERVICES OF
FLORIDA, INC.

By: Robert G. Simpson
Robert G. Simpson, Vice President