IN THE CIRCUIT COURT OF THE SECOND JUDICIAL CIRCUIT, IN AND FOR LEON COUNTY. FLORIDA

WASTE MANAGEMENT INC. OF FLORIDA a Florida corporation, HARRIS DISPOSAL SERVICE, INC., a Florida corporation, CHARLOTTE LANDSCAPING AND SANITATION SERVICES, INC., a Florida a corporation, GULF DISPOSAL, INC., a Florida corporation, BOONE WASTE INDUSTRIES, INC., a Florida corporation, MAY 28 1999 08:26 AM and ENGLEWOOD DISPOSAL COMPANY,

Plaintiffs.

Case No. 99-2581

vs.

KATHERINE HARRIS, in her capacity as the Florida Secretary of State,

INC., a Florida corporation,

Defendant.

100002894791

FINAL ORDER

This action was heard on May 17, 1999 on the Complaint for Declaratory Relief of Plaintiffs, WASTE MANAGEMENT INC. OF FLORIDA ("Waste Management"), a Florida corporation, HARRIS DISPOSAL SERVICE, INC. ("Harris"), a Florida corporation, CHARLOTTE LANDSCAPING AND SANITATION SERVICES, INC. ("Charlotte"), a Florida corporation, GULF DISPOSAL, INC. ("Gulf"), a Florida corporation, BOONE WASTE INDUSTRIES, INC. ("Boone"), a Florida corporation, and ENGLEWOOD DISPOSAL COMPANY, INC. ("Englewood"), a Florida corporation, (collectively the "Plaintiffs"). The Court has considered the Complaint, the exhibits attached thereto, and the Answer and Statement of No Objection filed by Defendant, KATHERINE HARRIS, in her capacity as the Florida

Secretary of State (the "Secretary"), and finds that the relief sought by Plaintiffs should be granted.

IT IS THEREFORE ORDERED AND ADJUDGED that KATHERINE HARRIS in her capacity as the Florida Secretary of State shall:

- 1. set aside the merger merging Boone (K98891) and Englewood (P97000024419), into Waste Management, Inc. of Florida on 12/29/98;
- 2. set aside the merger merging Harris (327888) into Waste Management, Inc. of Florida on 12/29/98; and
- 3. amend the merger merging Gulf (282147), Charlotte (204287), and Waste Management of Orlando, Inc. (240165) into Waste Management, Inc., of Florida on 12/29/98, to the extent that Gulf and Charlotte are deleted from this merger.

Ordered at Leon County, Florida, on_

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Copies Furnished to:

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