

P97000038403

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

1. COMBINED WASTE SERVICE INC. N56001 *Messner*
(Corporation Name) (Document #)
2. WASTE SERVICES OF SOUTH FLORIDA, INC. P97000038403
(Corporation Name) (Document #)
3. 400002175704--8
(Corporation Name) (Document #) 05/13/97 01001-011
*****70.00 *****70.00
4. _____
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NEW FILINGS	
<input 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 checked="" 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 W.P. V. n:

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Examiner's Initials

P97000038403

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

COMBINED WASTE SERVICE, INC., a Florida corporation M56001

INTO

WASTE SERVICES OF SOUTH FLORIDA, INC., a Florida corporation,
P97000038403.

File date: May 12, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER OF
COMBINED WASTE SERVICE , INC.
INTO
WASTE SERVICES OF SOUTH FLORIDA, INC.**

**ARTICLE I
Names and Surviving Corporation**

The names and states of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Combined Waste Service , Inc.	Florida
Waste Services of South Florida, Inc.	Florida

Waste Services of South Florida, Inc. a Florida corporation, shall be the surviving corporation, and its name shall be changed as set forth in the Plan of Merger.

**ARTICLE II
Plan of Merger**

The Plan of Merger is attached hereto as Exhibit A.

**ARTICLE III
Manner of Approval of the Plan of Merger**

The Plan of Merger was adopted and approved, in accordance with Florida law, by Combined Waste Service , Inc., by written consent of its of the directors and shareholders of Combined Waste Service , Inc., pursuant to which the board of directors of Combined Waste Service , Inc. adopted the Plan of Merger and submitted it for vote of the shareholders. The vote of the shareholders of Combined Waste Service , Inc. was unanimous in favor of the Plan of Merger.

The Plan of Merger was adopted and approved, in accordance with Florida law, by Waste Services of South Florida, Inc., by written consent of all of its directors and shareholders, pursuant to which the board of directors of Waste Services of South Florida, Inc. adopted the Plan of Merger and submitted it for vote of the shareholders. The vote of the shareholders of Waste Services of South Florida, Inc. was unanimous in favor of the Plan of Merger.

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TALLAHASSEE, FLORIDA

ARTICLE IV
Date of Adoption of the Plan of Merger

The Plan of Merger was adopted by Combined Waste Service , Inc. on May 8, 1997, and by Waste Services of South Florida, Inc. on May 8, 1997.

ARTICLE V
Effective Date of Merger

The effective date of merger shall be that date on which these Articles of Merger have been filed with the Florida Department of State.

Dated this 8 day of May, 1997.

COMBINED WASTE SERVICE , INC.,
a Florida corporation

By: 

Name: Carlo J. Piccinonna
Title: President

**WASTE SERVICES OF SOUTH
FLORIDA, INC.,** a Florida
corporation

By: 

Name: ~~Robert M. Kramer~~ NERY W. RODRIGUE
Title: Vice President

PLAN OF MERGER

THIS PLAN OF MERGER is made the 8 day of May, 1997, by and between **COMBINED WASTE SERVICE, INC.**, a Florida corporation ("CWS") and **WASTE SERVICES OF SOUTH FLORIDA, INC.**, a Florida corporation ("WSSF") (collectively, the "Constituent Corporations" and singularly, a "Constituent Corporation").

RECITALS

It is deemed advisable and in the best interests of CWS and its shareholders to merge with and into WSSF under Sections 607.1104 through 607.1107 of the Florida Statutes.

NOW, THEREFORE, for the mutual promises set forth in this Agreement and for other valuable consideration, the receipt, adequacy, and sufficiency of which are hereby acknowledged, the parties hereto, in accordance with the aforementioned provisions of the Act, agree to the following Plan of Merger:

Section 1. Merger. Subject to the terms and conditions of that certain Plan and Agreement of Merger (the "Agreement") by and between the shareholders of CWS, CWS, Eastern Environmental Services, Inc., and WSSF, and this Plan of Merger, CWS shall be merged with and into WSSF, which shall be the surviving corporation (the "Surviving Corporation"), pursuant to the provisions of, and with the effect provided under the Florida Business Corporation Act (said transaction being referred to herein as the "Merger"), and the Constituent Corporations do hereby agree and prescribe that the laws that shall govern the Surviving Corporation shall be the laws of the State of Florida.

Section 2. Surviving Corporation. The name of the surviving corporation is Waste Services of South Florida, Inc., and its articles of incorporation shall be its articles of incorporation currently in effect, except to the extent its name and articles of incorporation are amended in accordance with Section 5 of this Plan of Merger. At the effective date and time of the Merger (as established below) the board of directors of the Surviving Corporation shall consist of those persons serving as directors of WSSF immediately prior to the Merger.

Section 3. Effective Date and Time of the Merger. The effective date and time of the Merger shall be at such time as the Articles of Merger are filed with the Florida Department of State.

Section 4. Shares. As of the effective date of the Merger, each of the 500 issued and outstanding common shares, \$ 1 par value of CWS, shall be cancelled and extinguished. Upon cancellation of such share, Harvey Tolin and Carlos J. Piccinonna shall receive, in conversion, _____ common shares of Eastern Environmental Services, Inc., a Delaware corporation, having a par value of \$0.01.

ARTICLE I

Name

The name of the corporation is Waste Services of South Florida, Inc.

Section 5. Conditions Precedent. This Plan of Merger is made pursuant and subject to, and the obligations of the Shareholders of CWS, CWS, and WSSF to effect the Merger as herein provided and shall be subject to, satisfaction, unless duly waived, of the conditions set forth in the Agreement.

Section 6. Abandonment and Termination. Notwithstanding anything contained in the Plan of Merger to the contrary and notwithstanding adoption hereof by the shareholders of CWS and WSSF, this Plan of Merger may be terminated and the Merger abandoned as provided in the Agreement.

Section 7. Plan Approval. This Plan of Merger has been approved by the respective directors of the Constituent Corporations and submitted for vote of, and approved unanimously by, all of the shareholders of each Constituent Corporation.

IN WITNESS WHEREOF, the parties hereto have hereunder set their hands and seals as of the day and year first written above.

COMBINED WASTE SERVICE , INC.,
a Florida corporation

By: 

Name: Carlo J. Piccinonna
Title: President

**WASTE SERVICES OF SOUTH
FLORIDA, INC.,**
a Florida corporation

By: 

Name: ~~Robert M. Kramer~~
Title: Vice President

Neal V. Rodriguez