

P97000065111

STEIN, ROSENBERG & WINIKOFF

Professional Association

SEVENTH FLOOR
4875 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308

JACK STEIN
ARTHUR R. ROSENBERG
JEFFREY A. WINIKOFF
CRAIG D. STEIN
DAVID L. CHIRAS

OF COUNSEL:
KURT D. ZIMMERMAN, P.A.
HAROLD S. BOFSHEVER

July 30, 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 12 PM 4:27

(954) 772-6151
FAX (954) 772-4224

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300006878943--4
-08/02/02--01056--005
*****70.00 *****35.00

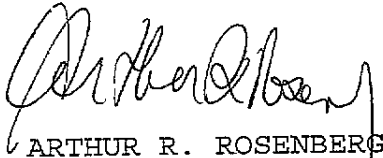
RE: Bayside Disposal Corporation/United Environmental
Services of South Florida, Inc.

300006878943--4
-08/02/02--01056--005
*****70.00 *****35.00

Gentlemen:

Enclosed please find this firm's check in the amount of \$70.00
along with Articles of Merger in connection with the above
referenced matter.

Very truly yours,


ARTHUR R. ROSENBERG

ARR/jc
Enclosures

8/9 Called for Plan of merger

Rec'd Plan of merger 8/12

Merger

V SHEPARD AUG 15 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BAYSIDE DISPOSAL CORPORATION, a Florida corporation, P98000027190

INTO

UNITED ENVIRONMENTAL SERVICES OF SO. FLA., INC., a Florida entity,
P97000065111.

File date: August 12, 2002

Corporate Specialist: Velma Shepard

LAW OFFICES
STEIN, ROSENBERG & WINIKOFF
Professional Association
SEVENTH FLOOR
4875 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308

JACK STEIN
ARTHUR R. ROSENBERG
JEFFREY A. WINIKOFF
CRAIG D. STEIN
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OF COUNSEL:
KURT D. ZIMMERMAN, P.A.
HAROLD S. BOFSHEVER

August 9, 2002

(954) 772-5151
FAX (954) 772-4224

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Ms. Velma Shepard

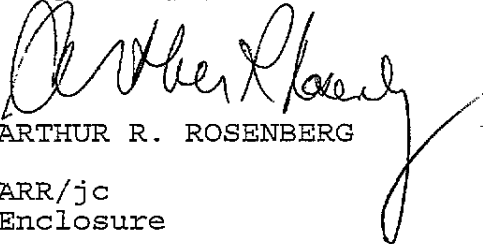
RE: Bayside Disposal Corporation/United Environmental
Services of South Florida, Inc.

Dear Ms. Shepard:

Pursuant to your request, enclosed herein please find the Plan of
Meger with regard to the above referenced matter.

Should you have any further questions, please feel free to contact
this office.

Very truly yours,



ARTHUR R. ROSENBERG

ARR/jc
Enclosure

RECEIVED
02 AUG 12 AM 8:55
DIVISION OF CORPORATIONS

ARTICLES OF MERGER OF
Bayside Disposal Corporation
AND
United Environmental Services of So. Fla., Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 12 PM 4:27

Pursuant to the provisions of Section 607.1105 Florida Statutes, the corporations hereinafter named do hereby adopt the following Articles of Merger.

1. The names of the merging corporations are Bayside Disposal Corporation, which is a business corporation organized under the laws of the State of Florida, ("Bayside"), and United Environmental Services of South Florida, Inc., which is a business corporation organized under the laws of the State of Florida ("United").

2. Annexed hereto as Rider A and made a part hereof is the Plan of Merger for merging Bayside with and into United as approved by resolution of the Board of Directors of each of said corporations.

3. United will continue its existence as the surviving corporation under the name United Environmental Services of So. Fla., Inc. pursuant to the provisions of the laws of the jurisdiction of its organization.

4. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

5. The Plan of Merger was unanimously adopted by the shareholders of the United on June 1, 2002.

6. The Plan of Merger was unanimously adopted by the shareholders of the Bayside on June 1, 2002.

Executed on June 1, 2002.

Attested by: 

Its Secretary

Bayside Disposal Corporation

By: 

Its President

Executed on 06/14 2002.

Attested by: 

Its Secretary

United Environmental Services of So. Fla., Inc.

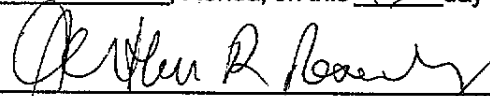
By: 

Its Chairman and

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared ANTHONY CILLO, President of Bayside Disposal Corporation, who is personally known to me or who has produced his drivers' license as identification and who did take an oath.

WITNESS my hand and official seal at Miami, Florida, on this 1st day of June 2002.



NOTARY PUBLIC/STATE OF FLORIDA

My commission expires:

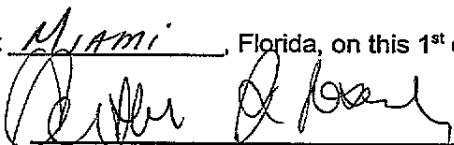
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)



Arthur R. Rosenberg
MY COMMISSION # CC946663 EXPIRES
September 2, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared CECIL MILTON, CHAIRMAN, of UNITED ENVIRONMENTAL SERVICES OF SO. FLA., INC., who is personally known to me or who has produced his drivers' license as identification and who did take an oath.

WITNESS my hand and official seal at Miami, Florida, on this 1st day of June 2002.



NOTARY PUBLIC/STATE OF FLORIDA

My commission expires:



Arthur R. Rosenberg
MY COMMISSION # CC946663 EXPIRES
September 2, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

PLAN OF MERGER

This Plan of Merger dated the 14 day of June, 2002 by and between Bayside Disposal Corporation, (hereinafter "Bayside") and United Environmental Services of So. Fla., Inc., (hereinafter "United").

WHEREAS, Bayside is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on March 23, 1998 and having an authorized capital stock of shares of common stock of 10,000 par value of \$1.00 which 100 shares are issued and outstanding, and the holders of all such shares are entitled to vote on this Plan of Merger; and

WHEREAS, United is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on July 28, 1997 and having an authorized capital stock of shares of common stock of 100 par value of \$1.00 which 100 shares are issued and outstanding, and the holders of all such shares are entitled to vote on this Plan of Merger; and

WHEREAS, the respective board of directors of Bayside and United deem it advisable and for the best interest of said corporations that they be merged with and into United as the surviving corporation as authorized by the statutes of the State of Florida under and pursuant to the terms and conditions hereinafter set forth, and for the share of capital stock of Bayside issued and outstanding at the Effective Date (as hereinafter defined) be converted into shares of United and each such board has duly approved this Plan of Merger; and

Now, Therefore, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the mode of carrying into effect, the manner and basis of converting the shares of Bayside into the shares of the surviving corporation and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval of the adoption of this Plan of Merger by the requisite vote of the stockholders of each of the respective corporations, and subject to the conditions hereinafter set forth, as follows:

ARTICLE I – THE MERGER

Section 1.1 The Merger. Subject to the terms and conditions hereof, and in accordance with the Florida Business Corporation Act (the "FBCA"), Bayside Disposal Corporation ("Bayside") will be merged with and into United Environmental Services of South Florida, Inc. ("United") (the "Merger"). Following the Merger, United shall continue as the surviving corporation (the "Surviving Corporation") and the separate corporate existence of Bayside shall cease.

The parties intend that the Merger qualify as a tax-free reorganization under Section 368 of the Internal Revenue Code of 1986 and that this Plan of Merger constitutes the Agreement and Plan of Reorganization for such purpose.

Section 1.2 Effective Time. The Merger shall be consummated by filing Articles of Merger, Florida Secretary of State in such forms as is required by, and executed in accordance with, the relevant provisions of the FBCA (the time immediately after the filing of the document with the Secretary of State being the "Effective Time").

Section 1.3 Effects of the Merger. At the Effective Time, Bayside shall be merged with and into United in the manner and with the effects provided by Florida law. Without limiting the

generality of the foregoing, and subject thereto, at the Effective Time, all of the rights, privileges, powers, franchises and property of Bayside and United shall vest in the Surviving Corporation, and all restrictions, disabilities, duties, debts and liabilities of Bayside and United shall become the restrictions, disabilities, duties, debts and liabilities of the Surviving Corporation.

Section 1.4 Articles of Incorporation and By-Laws. The Articles of Incorporation and the By-Laws of United as in effect at the Effective Time shall be the Articles of Incorporation and the By-Laws of the Surviving Corporation.

Section 1.5 Directors and Officers. The directors and officers of United at the Effective Time shall be the directors and officers of the Surviving Corporation, plus the directors and officers of Bayside, all of whom shall hold office from the Effective Time until their respective successors are duly elected or appointed in accordance with the Articles of Incorporation and the By-Laws of the Surviving Corporation, or as otherwise provided by law. The directors and officers of United after the merger shall be:

Directors:	CECIL MILTON, FRANK MILTON, JOSEPH MILTON, WILLIAM HERNANDEZ AND ANTHONY CILLO, JR.
Officers:	President CHIEF EXECUTIVE OFFICER CHIEF OPERATION OFFICER TREASURER SECRETARY
	CECIL MILTON WILLIAM HERNANDEZ ANTHONY CILLO, JR. CECIL MILTON MICHAEL CHAVEZ

ARTICLE II – EFFECT ON OUTSTANDING SHARES OF UNITED AND BAYSIDE

Section 2.1 Effect on United Stock. At the Effective Time, all outstanding shares of stock of United shall continue to be fully paid and non-assessable shares of stock of the Surviving Corporation, and each certificate of United evidencing ownership of any such shares shall continue to evidence ownership of the same number of shares in the Surviving Corporation.

Section 2.2 Effect on Bayside Stock. At the Effective Time, all outstanding shares of common stock of Bayside shall be cancelled and shall be converted to shares of common stock of United as follows:

A. United shall exchange all of the shares of common stock of Bayside for ten (10%) percent of the issued and outstanding share of stock of United. In addition, United shall transfer additional shares of common stock to the shareholders of Bayside upon the occurrence of the following events:

1. Commencing six (6) months after January 1, 2001, and ending three years after such date, if the combined average monthly gross revenue of United and Bayside exceeds the sum of One Hundred Ninety Thousand (\$190,000.00) Dollars per month, excluding franchise fees and fuel charges for a period of six consecutive months, then the shareholders of Bayside shall receive additional shares of Stock of United equal to three (3%) percent of the issued and outstanding shares of stock of United.

2. Commencing six (6) months after January 1, 2001, and ending three years after such date, if the combined average monthly gross revenue of United and Bayside exceeds the sum of Two Hundred Thirty Five Thousand (\$235,000.00) Dollars per month, excluding

franchise fees and fuel charges for a period of six consecutive months, then the shareholders of Bayside shall receive, in addition to the amount set forth in paragraph 1 above, additional shares of Stock of United equal to three (3%) percent of the issued and outstanding shares of stock of United such that after the transfer the shareholders of Bayside shall own Sixteen (16%) percent of the issued and outstanding shares of stock of United.

3. Commencing six (6) months after January 1, 2001, and ending three years after such date, if the combined average monthly gross revenue of United and Bayside exceeds the sum of Two Hundred Eighty Thousand (\$280,000.00) Dollars per month, excluding franchise fees and fuel charges for a period of six consecutive months, then the shareholders of Bayside shall receive, in addition to the amounts set forth in paragraphs 1 and 2 above, additional shares of Stock of United equal to Four (4%) percent of the issued and outstanding shares of stock of United such that after the transfer the shareholders of Bayside (20%) percent of the issued and outstanding shares of stock of United.

ARTICLE III -- OTHER PROVISIONS

Section 3.1 Recordation of Documents. Bayside and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

Section 3.2 Authorization. The Board of Directors and the proper officers of Bayside and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

Section 3.3 Counterparts. For the convenience of the parties and to facilitate the filing and recording of this Plan of Merger, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

Section 3.4 Governing Law. The Plan of Merger and the legal relations between the parties hereto shall be governed and construed in accordance with the laws of the State of Florida.

Section 3.5 Amendment. This Plan of Merger cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

In Witness Whereof, the parties have hereunto set their hands and seals the 14 day of June 2002

Attested by:

Its Secretary

Bayside Disposal Corporation

By:

ANTHONY CILLO, Its President

Executed on 6/14, 2002.

Attested by:

MICHAEL CHAVEZ
Its Secretary

United Environmental Services of So. Fla., Inc.

By:

CECIL MILTON, Its Chairman

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared ANTHONY CILLO, President of Bayside Disposal Corporation, who is personally known to me or who has produced his drivers' license as identification and who did take an oath.

WITNESS my hand and official seal at _____, Florida, on this _____ day of June 2002.

NOTARY PUBLIC/STATE OF FLORIDA

My commission expires:

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared CECIL MILTON, CHAIRMAN of UNITED ENVIRONMENTAL SERVICES, OF SOUTH FLORIDA, INC., who is personally known to me or who has produced his drivers' license as identification and who did take an oath.

WITNESS my hand and official seal at _____, Florida, on this _____ day of June, 2002.

NOTARY PUBLIC/STATE OF FLORIDA

My commission expires: