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MAY 24 2004 10:03
Division of Corporations

CT CORPORATION

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10:03

Florida Department of State
Division of Corporations
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From:

Account Name : C T CORPORATION SYSTEM
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MERGER OR SHARE EXCHANGE

U S Liquids of Texas, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$367.50

\$340.00

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Ro-Claim Environmental Louisiana, LLC 1201 Prince Street Houston, Texas 77008	Louisiana	LLC
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>72-1112512</u>
2. USL Environmental Services, Inc. 1201 Prince Street Houston, Texas 77008	Maryland	Corporation
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>74-2909994</u>
3. USL First Source, Inc. 1201 Prince Street Houston, Texas 77008	Maryland	Corporation
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>74-2893763</u>
4. Waste Research and Recovery, Inc. 1201 Prince Street Houston, Texas 77008	Georgia	Corporation
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>58-1994996</u>

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Name and Street Address	Jurisdiction	Entity Type
1. U S Liquids of Detroit, Inc. 1201 Prince Street Houston, Texas 77008	Michigan	Corporation
Florida Document/Registration Number: N/A		FEI Number: 74-2879386
2. US Liquids of Florida, Inc. 1201 Prince Street Houston, Texas 77008	Florida	Corporation
Florida Document/Registration Number: N/A		FEI Number: 74-2879396
3. U S Liquids Great Lakes, Inc. 1201 Prince Street Houston, Texas 77008	Michigan	Corporation
Florida Document/Registration Number: N/A		FEI Number: 38-3113240
4. U S Liquids of Greater Chicago, Inc. 1201 Prince Street Houston, Texas 77008	Illinois	Corporation
Florida Document/Registration Number: N/A		FEI Number: 74-2897944

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Name and Street Address

Jurisdiction

Entity Type

L. Parallel Products of Florida, Inc.
1201 Prince Street
Houston, Texas 77008

Florida

Corporation

Florida Document/Registration Number: N/A

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FEI Number: 59-3507761

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
U S Liquids of Texas, Inc. 1201 Prince Street Houston, TX 77008	Texas	Corporation
Florida Document/Registration Number: N/A		FBI Number: 75-6429476

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR





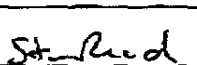
N/A

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
US Liquids of Texas, Inc.		Steve Read, President
Ro-Claim Environmental Louisiana, LLC		Steve Read, Authorized Manager
USL Environmental Services, Inc.		Steve Read, President
USL First Source, Inc.		Steve Read, President
Waste Research and Recovery, Inc.		Steve Read, President

(Attach additional sheet(s) if necessary)

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

N/A

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
U S Liquids of Detroit, Inc.	<u>St-Read</u>	Steve Read, President
U S Liquids of Florida, Inc.	<u>St-Read</u>	Steve Read, President
U S Liquids Great Lakes, Inc.	<u>St-Read</u>	Steve Read, President
U S Liquids of Greater Chicago, Inc.	<u>St-Read</u>	Steve Read, President
Parallel Products of Florida, Inc.	<u>St-Read</u>	Steve Read, President

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Re-Claim Environmental Louisiana, LLC	Louisiana
USL Environmental Services, Inc.	Maryland
USL First Source, Inc.	Maryland
Waste Research and Recovery, Inc.	Georgia
U S Liquids of Detroit, Inc.	Michigan
U S Liquids of Florida, Inc.	Florida
U S Liquids Great Lakes, Inc.	Michigan
U S Liquids of Greater Chicago, Inc.	Illinois
Parallel Products of Florida, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
U S Liquids of Texas, Inc.	Texas

THIRD: The terms and conditions of the merger are as follows:

The assets and business operations of Re-Claim Environmental Louisiana, LLC, a Louisiana limited liability company, USL Environmental Services, Inc., a Maryland corporation, USL First Source, Inc., a Maryland corporation, Waste Research and Recovery, Inc., a Georgia corporation, U S Liquids of Detroit, Inc., a Michigan corporation, U S Liquids of Florida, Inc., a Florida corporation, U S Liquids Great Lakes, Inc., a Michigan corporation, U S Liquids of Greater Chicago, Inc., an Illinois corporation, and Parallel Products of Florida, Inc., a Florida corporation, shall be merged with and into the assets and business operations of U S Liquids of Texas, Inc., a Texas corporation, with U S Liquids of Texas, Inc. becoming the surviving corporation resulting from the merger.

(Attach additional sheet(s) if necessary)

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

All units of membership interest or shares of capital stock of each of the Merging Companies, issued and outstanding immediately prior to the merger, shall be canceled in consideration for the value that will accrue to U S Liquids, Inc., the current sole shareholder of the Surviving Corporation and each of the Merging Companies, as a result of this merger. Each share of capital stock of the Surviving Corporation issued and outstanding at the effective time of the merger shall remain issued and outstanding and shall be unchanged at and after the merger, and immediately following the effective time of the merger shall constitute all of the issued and outstanding capital stock of the Surviving Corporation.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

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FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

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