

P98000070285



December 14, 2000

Superior Services, Inc.
One Honey Creek Corporate Center
125 South 84th Street, Suite 200
Milwaukee, WI 53214
(414) 479-7800
FAX (414) 479-7400

VIA OVERNIGHT MAIL

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 33299

Re: Articles of Merger for
Spectrum Group, Inc. into
Superior Waste Services of Florida, Inc.

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-12/15/00--01072--002
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Merger on behalf of the above referenced corporations. Please file the original and return a file-stamped copy to me in the postage-prepaid envelope provided. Also enclosed is a check payable to Florida Department of State in the amount of \$70.00 to cover the filing fee in this regard.

Should you have any question or require additional information, please do not hesitate to call.

Yours truly,

Melissa Wild

Melissa A. Wild,
Paralegal

Enclosures

*merger
12-21-00
MIS*

FILED
00 DEC 15 AM 8:53
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SPECTRUM GROUP, INC., a Florida corporation, 583355

INTO

SUPERIOR WASTE SERVICES OF FLORIDA, INC., a Florida entity,
P98000070285.

File date: December 15, 2000

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF
SPECTRUM GROUP, INC.
INTO
SUPERIOR WASTE SERVICES OF FLORIDA, INC.**

FILED

00 DEC 15 AM 8:53

CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, section 607.1104, F.S., the undersigned corporations adopt the following articles of merger:

1. The plan of merger is attached hereto as Exhibit 1.
2. The plan has been approved by the parent corporation in this parent-subsidary merger. Approved by the sole shareholder on 11-21-00.
3. The number of outstanding shares of each class and series of each subsidiary and the number of shares of each class and series of the subsidiary owned by the parent corporation is set forth below:

<u>Subsidiary</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Owned by Parent</u>
Spectrum Group, Inc.	100 Common	100 Common
Superior Waste Services of Florida, Inc.	1,000 Common	1,000 Common

4. A copy of the plan of merger was provided to the shareholders of each subsidiary as of the date hereof.

Dated as of the 21st day of November, 2000.

SPECTRUM GROUP, INC.

By Karen K. Duke
Karen K. Duke, Secretary

SUPERIOR WASTE SERVICES OF
FLORIDA, INC.

By Karen K. Duke
Karen K. Duke, Secretary

PLAN OF MERGER

THIS PLAN OF MERGER is made as of the 21st day of November, 2000, by and among Superior Services, Inc., a Wisconsin Corporation ("Superior"), Superior Waste Services of Florida, Inc., a Florida corporation ("SWS" or the "Surviving Corporation") and Spectrum Group, Inc., a Florida corporation ("Spectrum Group").

RECITALS

WHEREAS, SWS and Spectrum Group are wholly owned subsidiaries of Superior; and

WHEREAS, Superior, SWS and Spectrum Group deem it advisable and to the advantage of each corporation that Spectrum Group be merged into SWS pursuant to the Florida Business Corporation Act, for the purpose of obtaining greater efficiency and economy in the management of the business of each corporation.

NOW, THEREFORE, in consideration of the Recitals and of the mutual covenants and promises contained herein, the parties agree as follows:

1. **Merger.** Spectrum Group shall merge with and into SWS and the Surviving Corporation shall continue to exist under the laws of the State of Florida.
2. **Articles of Incorporation.** The Articles of Incorporation, as amended, of SWS at the Effective Time (as defined herein) shall be the Articles of Incorporation of the Surviving Corporation.
3. **Effective Time.** The term "Effective Time" shall mean the date and time on which the Articles of Merger are filed with the Florida Secretary of State.
4. **Bylaws.** The Bylaws of SWS shall be the Bylaws of the Surviving Corporation, until amended as provided therein.
5. **Officers and Directors.** The officers of the Surviving Corporation at the Effective Time shall be G.W. "Bill" Dietrich, President; Paul R. Jenks, Vice President; George K. Far, Treasurer; Karen K. Duke, Secretary and Scott S. Cramer, Assistant Secretary. The directors of the Surviving Corporation at the Effective Time shall be G.W. "Bill" Dietrich and George K. Farr. The aforementioned officers and directors shall serve until the next annual meeting of the shareholders and directors and until their respective successors have been duly elected or appointed and qualified.
6. **Conversion of Shares.** At the Effective Time of the Merger, each of the issued and outstanding shares of common stock of Spectrum Group shall be cancelled without consideration.

7. **Effect of Merger.** At the Effective Time, Spectrum Group shall be merged into SWS, which shall be the Surviving Corporation and which shall continue its corporate existence under the laws of the State of Florida. The separate existence and the corporate organization of Spectrum Group shall cease at the Effective Time, and the Surviving Corporation shall possess all rights, privileges, immunities and franchises, of a public and of a private nature, of each of Spectrum Group and SWS; and all the property, real, personal and mixed, and all debts due in whatever account, and all other causes of action, and all and every other interest of or belonging to each of SWS and Spectrum Group shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of SWS and Spectrum Group.

8. **Abandonment of Plan.** Notwithstanding the foregoing, this Plan of Merger may be terminated and abandoned by the Board of Directors of SWS and Spectrum Group at any time prior to the Effective Time of the Articles of Merger, subject to the contractual rights of the parties.

IN WITNESS WHEREOF, this Plan of Merger is entered into effective the day and year first above written.

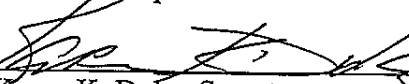
SUPERIOR SERVICES, INC.,
a Wisconsin corporation

By: 
Karen K. Duke, Assistant Secretary

SUPERIOR WASTE SERVICES OF
FLORIDA, INC.,
a Florida corporation

By: 
Karen K. Duke, Secretary

SPECTRUM GROUP, INC.,
a Florida corporation

By: 
Karen K. Duke, Secretary