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MERGER OR SHARE EXCHANGE

ONYX WASTE SERVICES SOUTHEAST, INC.

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12-5-03

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. Onyx Florida, LLC 125 South 84th Street, Suite 200 Milwaukee, WI 53214	Delaware	LLC

Florida Document/Registration Number: <u>MS2000000824</u>	FEI Number: <u>650851639</u>
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2. _____ _____ _____	_____ _____ _____
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Florida Document/Registration Number: _____	FEI Number: _____
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(Attach additional sheet(s) if necessary)

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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>
Onyx Waste Services Southeast, Inc.	Florida	Corporation
125 South 84th Street, Suite 200		
Milwaukee, WI 53214		

Florida Document/Registration Number: P98000070285

FEI Number: 650858287

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.

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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

(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
Onyx Florida, LLC

Signature(s)

Typed or Printed Name of Individual

Paul R. Janks, President

Jane A. Fowler, Secretary

Onyx Waste Services Southeast,
Inc.

Paul R. Jenks, President

Jane A. Fowler, Secretary

(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

ONYX FLORIDA, LLC
a Delaware limited liability company
INTO
ONYX WASTE SERVICES SOUTHEAST, INC.,
a Florida corporation

THIS PLAN OF MERGER is made as of the 1st day of December, 2003, by and among Onyx Waste Services, Inc., a Wisconsin corporation ("Onyx"), Onyx Waste Services Southeast, Inc., a Florida corporation ("Onyx Southeast" or the "Surviving Corporation") and Onyx Florida, LLC, a Delaware limited liability company ("Onyx Florida" or the "Merging Company").

RECITALS

WHEREAS, Onyx Southeast and the Merging Company are wholly owned subsidiaries of Onyx; and

WHEREAS, Onyx, Onyx Southeast and the Merging Company deem it advisable and to the advantage of each corporation that the Merging Company be merged with and into Onyx Southeast for the purposes 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.** The Merging Company shall merge with and into Onyx Southeast 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 Onyx Southeast 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 when the Articles of Merger are filed with the Secretary of State.
4. **Bylaws.** The Bylaws of Onyx Southeast shall be the Bylaws of the Surviving Corporation, until amended as provided therein.
5. **Officers and Directors.** The officers and directors of Onyx Southeast at the Effective Time shall be the officers and Directors of the Surviving Corporation.
6. **Conversion of Shares.** At the Effective Time of the Merger, all membership interests in the Merging Company shall be cancelled without consideration.

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7. **Effect of Merger.** At the Effective Time, the Merging Company shall be merged into Onyx Southeast, 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 the Merging Company 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 Onyx Southeast and the Merging Company; 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 Onyx Southeast or the Merging Company 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 Onyx Southeast and the Merging Company.

8. **Abandonment of Plan.** Notwithstanding anything contained herein to the contrary, this Plan of Merger may be terminated and abandoned by the Board of Directors of Onyx Southeast and the Sole Member of the Merging Company 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.

ONYX WASTE SERVICES
SOUTHEAST, INC.


Paul R. Jenks, President

ONYX FLORIDA, LLC


Paul R. Jenks, President

ONYX WASTE SERVICES, INC.
(sole member of Onyx Florida, LLC and
sole shareholder of Onyx Waste Services
Southeast, Inc.)


Paul R. Jenks, President

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