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MERGER OR SHARE EXCHANGE

WASTE REDUCTION SYSTEMS, INC.

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Estimated Charge	\$96.25

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WASTE REDUCTION SYSTEMS, LIMITED PARTNERSHIP  
A98000002678

INTO

**WASTE REDUCTION SYSTEMS, INC.**, a Florida corporation, P99000047054

File date: July 14, 1999

Corporate Specialist: Michelle Hodges

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**ARTICLES OF MERGER**

**Merging**

**WASTE REDUCTION SYSTEMS, LIMITED PARTNERSHIP**  
a Florida limited partnership

**With and Into**

**WASTE REDUCTION SYSTEMS, INC.**  
a Florida corporation

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ARTICLES OF MERGER, dated and executed this 14<sup>th</sup> day of May, 1999, by and between Waste Reduction Systems, Limited Partnership, a Florida limited partnership (Document Number: A98000002678), and Waste Reduction Systems, Inc., a Florida corporation (Document Number: P99000047054).

1. The names of the entities which are parties to the merger are Waste Reduction Systems, Limited Partnership, a Florida limited partnership, and Waste Reduction Systems, Inc., a Florida corporation. Waste Reduction Systems, Limited Partnership (the "LP") is the merging entity, whose separate business existence shall cease, and Waste Reduction Systems, Inc. (the "Corporation") is the surviving business entity in the merger.

2. A copy of the Plan and Agreement of Merger (the "Plan") is attached hereto and made a part hereof.

3. The merger shall become effective at the close of business on the date on which these Articles of Merger are filed with the Florida Department of State.

4. The Plan was approved by A. Ray Pace, the sole general partner of the LP, and by the limited partners of the LP, all in accordance with the provisions of the LP's Agreement of Limited Partnership and the applicable laws of the State of Florida, by written consent. The Plan was adopted by the Board of Directors of the Corporation. The only voting group of

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the Corporation entitled to vote on adoption of the Plan was the holders of the Corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that group.

IN WITNESS WHEREOF, these Articles of Merger have been executed by Waste Reduction Systems, Limited Partnership, as the merging partnership, and by Waste Reduction Systems, Inc., as the surviving business entity, as of the day and year first written above.

WASTE REDUCTION SYSTEMS,  
LIMITED PARTNERSHIP, a Florida  
limited partnership

WASTE REDUCTION SYSTEMS, INC.,  
a Florida corporation

By: [Signature]  
A. Ray Pace, its sole General Partner

By: [Signature]  
A. Ray Pace, its President

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of MAY, 1999, by A. Ray Pace, in his capacities as sole General Partner of Waste Reduction Systems, Limited Partnership, a Florida limited partnership, and President of Waste Reduction Systems, Inc., a Florida corporation. Such person did not take an oath and;  
(notary must check applicable box)

- is/are personally known to me.
- produced a current Florida driver's license as identification.
- produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}



[Signature]  
Signature of Notary

LESLIE L. CARTER  
Name of Notary (Typed, Printed or Stamped)  
Commission Number (if not legible on seal): \_\_\_\_\_  
My Commission Expires (if not legible on seal): \_\_\_\_\_

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### PLAN AND AGREEMENT OF MERGER

This Agreement (the "Agreement", dated as of 5-19, 1999, between WASTE REDUCTION SYSTEMS, LIMITED PARTNERSHIP, a Florida limited partnership (the "Merging Partnership") and WASTE REDUCTION SYSTEMS, INC., a Florida corporation (the "Surviving Corporation").

#### WITNESSETH:

WHEREAS, the Merging Partnership and the Surviving Corporation, each a Florida business entity, deem it advisable, upon the terms and subject to the conditions set forth herein, that the Merging Partnership be merged with and into the Surviving Corporation, and that the Surviving Corporation be the surviving business entity.

NOW, THEREFORE, it is agreed as follows:

#### Section 1

##### Terms

1.1 On the effective date of the merger (as hereinafter defined), the Merging Partnership shall be merged with and into the Surviving Corporation, with the Surviving Corporation as the surviving business entity.

1.2 Upon the effective date of the merger, all partnership interests in the Merging Partnership shall, by virtue of the merger and without any action on the part of the holders thereof, be converted into the right to receive an aggregate of one thousand (1,000) shares of common stock in the Surviving Corporation (the "Merger Consideration"). The Merger Consideration has been determined in a manner designed to convert each partnership interest into a number of shares representing a proportionate ownership interest in the Surviving Corporation equal to the proportionate interest previously represented in the Merging Partnership, adjusted where appropriate for dissenters. Equitable adjustments to the Merger Consideration and allocation of the Merger Consideration pursuant to Section 1.3 shall be made to take into account any shares issued in the Surviving Corporation prior to the effective date of the merger, it being the intent that the partners of the Merging Partnership as of May 15, 1999 own the same percentage of the Surviving Corporation as they owned in the Merging Partnership, adjusted for any dissenters, redemptions and stock issuances made to form the Surviving Corporation, or in exchange for a contribution of limited partner interests in the Merging Partnership.

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1.3 Each holder of limited partnership interests in the Merging Partnership immediately prior to effective date of the merger, upon surrender of the certificate or certificates representing such interest to the Surviving Corporation after the effective date of the merger, shall be entitled to receive its pro rata share of the Merger Consideration.

1.4 The Articles of Incorporation and the Bylaws of the Surviving Corporation shall continue as the Articles of Incorporation and the Bylaws, respectively, of the Surviving Corporation on and after the effective date of the merger. The directors and officers of the Surviving Corporation holding office immediately prior to the effective date of the merger shall be the directors and officers, respectively, of the Surviving Corporation immediately upon and after the effective date of the merger, to hold office in accordance with the Bylaws of the Surviving Corporation until their respective successors are duly elected and qualified or until their earlier resignation or removal.

## Section 2

### Effective Date

2.1 The merger shall become effective on the time and date specified in the certificate of merger filed with the Secretary of State of the State of Florida, herein sometimes referred to as the "effective date of the merger."

## Section 3

### Effect of Merger

3.1 On the effective date of the merger, the effect of the merger shall be as provided in the applicable provisions of the Florida Business Corporation Act (the "Act"). Without limiting the generality of such provisions, on the effective date of the merger, all the property, interests, assets, rights, privileges, immunities, powers, licensing agreements and franchises of the Merging Partnership shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of the Merging Partnership shall become the debts, liabilities, duties and obligations of the Surviving Corporation.

## Section 4

### Amendment and Termination

4.1 At any time prior to the filing of the certificate of merger with the Secretary of State of the State of Florida, this Agreement may be amended by the Merging Partnership and the Surviving Corporation to the extent permitted by Florida law.

4.2 At any time prior to the filing of the certificate of merger with the Secretary of State of the State of Florida, this Agreement may be terminated and abandoned by the Merging Partnership and the Surviving Corporation.

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**Section 5**

**Covenants and Agreements**

5.1 The parties hereto shall each use reasonable best efforts to take all such action as may be necessary or appropriate to effectuate the merger under the Act. If at any time after the effective date of the merger the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, licensing agreements, franchises, properties or assets of the Merging Partnership acquired or to be acquired as a result of the merger, or (b) otherwise to carry out the purposes of this Agreement, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Partnership, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Partnership, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, licensing agreements, franchises, properties or assets of the Merging Partnership acquired or to be acquired as a result of the merger and otherwise to carry out the purposes of this Agreement.

**Section 6**

**Action on Plan of Merger**

6.1 This Agreement and the terms thereof have been approved by the general partner of the Merging Partnership, a majority of the limited partners of each class of partners of the Merging Partnership and the Board of Directors and shareholders of the Surviving Corporation, all pursuant to Chapters 607 and 620 of the Florida Statutes. All advance notice provisions relative to the merger contemplated hereby, including, but not limited to, those contained in Fla. Stat. §620.202 are waived

IN WITNESS WHEREOF, the Merging Partnership, the Surviving Corporation and a majority of the shareholders and partners of the Surviving Corporation and the Merging Partnership have caused this Agreement to be executed by its authorized representative, all as of the date first above written.

**The Merging Partnership:**

**WASTE REDUCTION SYSTEMS, LIMITED  
PARTNERSHIP, a Florida limited partnership**

By:



**A. Ray Pace, Its General Partner**

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Signature Continuation Page to Plan and Agreement of Merger between  
Waste Reduction Systems, Limited Partnership and Waste Reduction Systems, Inc.  
Dated as of: 5-19 1999

The Surviving Corporation:

WASTE REDUCTION SYSTEMS, INC.,  
a Florida corporation

By:



A. Ray Pace, Its President

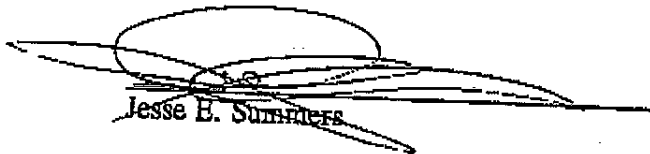
The Partners and Shareholders:



A. Ray Pace



Fitzhugh Powell



Jesse E. Summers

WASTE REDUCTION SYSTEMS, INC.,  
a Florida corporation

By:



A. Ray Pace, Its President