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S40240

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MERGER OR SHARE EXCHANGE

KTI (ALLIED), INC.

EFFECTIVE DATE
12-31-03

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 22, 2003

KTI (ALLIED), INC.

SUBJECT: KTI (ALLIED), INC.
REF: S40240

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ARTICLES OF MERGER

OF

**KAR-TAINER INTERNATIONAL, INC.,
a Florida Corporation,**

WITH AND INTO

**KTI (ALLIED), INC.,
A Delaware Corporation**

EFFECTIVE DATE
12-31-03

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), KAR-TAINER INTERNATIONAL, INC., a Florida corporation ("Kar-Tainer"), and KTI (ALLIED), INC., a Delaware corporation ("KTI"), hereby submit the following Articles of Merger:

FIRST. The name and state of incorporation of each corporation party to the Merger is:

<u>Name</u>	<u>State of Incorporation</u>
Kar-Tainer International, Inc.	Florida
KTI (Allied), Inc.	Delaware

SECOND. The name and jurisdiction of the surviving corporation is KTI (Allied), Inc., a Delaware corporation.

THIRD. The Plan of Merger (the "Plan") is attached hereto as Exhibit A and incorporated herein by reference.

FOURTH. The merger of Kar-Tainer and KTI will become effective as of December 31, 2003 at 11:58 p.m.

FIFTH. The Plan was duly adopted and approved by the Board of Directors of Kar-Tainer on December 19, 2003, and was duly adopted and approved by the sole shareholder of Kar-Tainer on December 19, 2003.

SIXTH. The Plan was duly adopted and approved by the Board of Directors of KTI on December 19, 2003, and was duly adopted and approved by the sole shareholder of KTI on December 19, 2003.

[Signature Page to Follow]

H030003393003

IN WITNESS WHEREOF, the undersigned have caused their duly authorized representatives to execute these Articles of Merger as of this 19th day of December, 2003.

KAR-TAINER INTERNATIONAL, INC.

By: [Signature]
Name: Thomas M. Darity
Title: Senior VP & Asst. Secretary

KTI (ALLIED), INC.

By: [Signature]
Name: Thomas M. Darity
Title: Senior VP & Asst. Secretary

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EXHIBIT A

PLAN OF MERGER

H030003393007

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") is made and entered into this 19th day of December, 2003, by and between KAR-TAINER INTERNATIONAL, INC., a Florida corporation ("Kar-Tainer"), and KTI (ALLIED), INC., a Delaware corporation ("KTI").

WITNESSETH:

WHEREAS, the parties hereto desire to merge Kar-Tainer with and into KTI upon the terms and subject to the conditions set forth herein (the "Merger");

NOW, THEREFORE, FOR AND IN CONSIDERATION of the premises, the mutual promises, covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

ARTICLE 1
THE MERGER

1.1 **The Merger.** Subject to and in accordance with the terms and conditions set forth in this Agreement, at the "Effective Time" (as defined in Section 1.4 hereof), Kar-Tainer shall be merged with and into KTI, which shall be the surviving corporation (the "Surviving Corporation") in the Merger, and the separate existence of Kar-Tainer shall thereupon cease. The name of the Surviving Corporation shall remain "KTI (Allied), Inc." The Merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act (the "Act") and Section 259 of the Delaware General Corporation Law (the "DGCL").

1.2 **Articles of Merger.** Contemporaneously with the execution of this Agreement, the Surviving Corporation shall execute articles of merger (the "Articles") in the form attached hereto as Exhibit A, and, as soon as practicable thereafter, the Surviving Corporation shall file the executed Articles of Merger with the Department of State of the State of Florida in accordance with Section 607.1105 of the Act.

1.3 **Certificate of Merger.** Contemporaneously with the execution of this Agreement, the Surviving Corporation shall execute a certificate of merger (the "Certificate") in the form attached hereto as Exhibit B, and, as soon as practicable thereafter, the Surviving Corporation shall file the executed Certificate of Merger with the Secretary of State of the State of Delaware in accordance with Section 252(c) of the DGCL.

1.4 **Effective Time.** The Merger shall become effective in Florida and Delaware at 11:58 p.m. on December 31, 2003 (the "Effective Time").

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**ARTICLE 2
THE SURVIVING CORPORATION**

2.1 Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of KTI in effect immediately prior to the Effective Time shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation, unless and until altered, amended or repealed in accordance with applicable law.

2.2 Officers and Directors. The officers and directors of KTI immediately prior to the Effective Time shall be the officers and directors, respectively, of the Surviving Corporation at and after the Effective Time and shall serve in such capacities until their respective successors are duly elected and qualified.

**ARTICLE 3
CONVERSION OF SHARES**

3.1 Kar-Tainer Stock. At the Effective Time:

(a) **Kar-Tainer Stock.** At the Effective Time, all issued and outstanding shares of Kar-Tainer capital stock shall be canceled and retired, and no payment shall be made with respect thereto.

(b) **Treasury.** At the Effective Time, each authorized but unissued share of Kar-Tainer capital stock then held in the treasury of Kar-Tainer shall be canceled and retired, and no payment shall be made with respect thereto.

3.2 KTI Stock. At the Effective Time, each share of KTI stock issued and outstanding immediately prior to the Effective Time shall continue unchanged and shall evidence the same number of shares of capital stock of the Surviving Corporation.

**ARTICLE 4
TERMINATION**

4.1 Termination Prior to Effective Time. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by appropriate action of either Kar-Tainer or KTI at any time prior to the Effective Time.

**ARTICLE 5
MISCELLANEOUS**

5.1 Notices. All notices, requests, and other communications hereunder shall be in writing and shall be sent by hand delivery, by certified or registered mail, return receipt requested, or by a recognized national overnight courier service as set forth below:

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If to KTI: KTI (Allied), Inc.
160 Clairemont Avenue
Decatur, GA 30030

If to Kar-Tainer: Kar-Tainer International, Inc.
160 Clairemont Avenue
Decatur, GA 30030

5.2 Entire Agreement. This Agreement constitutes the entire agreement and understanding concerning the subject matter hereof between the parties hereto. This Agreement may not be modified or amended, except by a writing executed by both parties hereto.

5.3 Binding Effect. This Agreement shall be binding on and inure to the benefit of the parties hereto and their respective successors and assigns.

5.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

[Signature Page to Follow]

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IN WITNESS WHEREOF, the undersigned have caused their duly authorized representatives to execute this Agreement as of the day and year first above written.

"KTI"

KTI (ALLIED), INC.

By: *[Signature]*
Name: Thomas M. Duffy
Title: Senior VP + Asst. Secretary

"Kar-Tainer"

KAR-TADNER INTERNATIONAL, INC.

By: *[Signature]*
Name: Thomas M. Duffy
Title: Senior VP + Asst. Secretary

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Exhibit A

ARTICLES OF MERGER

OF

**KAR-TAINER INTERNATIONAL, INC.,
a Florida Corporation,**

WITH AND INTO

**KTI (ALLIED), INC.,
A Delaware Corporation**

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), KAR-TAINER INTERNATIONAL, INC., a Florida corporation ("Kar-Tainer"), and KTI (ALLIED), INC., a Delaware corporation ("KTI"), hereby submit the following Articles of Merger:

FIRST. The name and state of incorporation of each corporation party to the Merger is:

<u>Name</u>	<u>State of Incorporation</u>
Kar-Tainer International, Inc.	Florida
KTI (Allied), Inc.	Delaware

SECOND. The name and jurisdiction of the surviving corporation is KTI (Allied), Inc., a Delaware corporation.

THIRD. The Plan of Merger (the "Plan") is attached hereto as Exhibit A and incorporated herein by reference.

FOURTH. The merger of Kar-Tainer and KTI will become effective as of December 31, 2003 at 11:58 p.m.

FIFTH. The Plan was duly adopted and approved by the Board of Directors of Kar-Tainer on December 19, 2003, and was duly adopted and approved by the sole shareholder of Kar-Tainer on December 19, 2003.

SIXTH. The Plan was duly adopted and approved by the Board of Directors of KTI on December 19, 2003, and was duly adopted and approved by the sole shareholder of KTI on December 19, 2003.

[Signature Page to Follow]

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IN WITNESS WHEREOF, the undersigned have caused their duly authorized representatives to execute these Articles of Merger as of this 19th day of December, 2003.

KAR-TAINER INTERNATIONAL, INC.

By: _____
Name: _____
Title: _____

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Exhibit B

**CERTIFICATE OF MERGER
MERGING
KAR-TAINER INTERNATIONAL, INC., a Florida Corporation
WITH AND INTO
KTI (ALLIED), INC., a Delaware Corporation**

*Pursuant to Section 252 of
the General Corporation Law of Delaware*

The undersigned corporation organized and existing under and by virtue of the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Kar-Tainer International, Inc.	Florida
KTI (Allied), Inc.	Delaware

SECOND: A Plan and Agreement of Merger (the "Agreement") between the parties to the Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the DGCL.

THIRD: The name of the surviving corporation, which shall be a Delaware corporation, is KTI (Allied), Inc.

FOURTH: The Certificate of Incorporation of KTI (Allied), Inc. shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement is on file at the principal place of business of the surviving Delaware corporation, located at 160 Clairemont Avenue, Decatur GA 30030.

SIXTH: A copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any shareholder of Kar-Tainer International, Inc. or KTI (Allied), Inc.

SEVENTH: The total authorized capital stock of Kar-Tainer International, Inc., a Florida corporation, is 100 shares of \$5.00 par value common stock.

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EIGHTH: The Merger shall become effective in both Florida and Delaware as of 11:58 p.m. on December 31, 2003.

IN WITNESS WHEREOF, the undersigned, as the surviving corporation in the Merger, has caused its duly authorized representative to execute this Certificate of Merger the 19th of December, 2003.

KTI (ALLIED), INC.

By: _____
Name: _____
Its: _____

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