



V22598

ACCOUNT NO. : 072100000032

REFERENCE : 688759 5011275

AUTHORIZATION

Patricia Pyjett

COST LIMIT : \$ 70.00

ORDER DATE : January 30, 1998

ORDER TIME : 1:29 PM

ORDER NO. : 688759-005

Merger

000002418530--8

CUSTOMER NO: 5011275

CUSTOMER: Jeffrey Suter, Esq
Broad And Cassel
Suite 500
400 Australian Avenue South
West Palm Beach, FL 33401

ARTICLES OF MERGER

FILED
98 JAN 30 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	HOMPT, DUMSTER, INC.
Availability	2/2/98
Document	
Examiner	<i>Don</i> INTO
Updater	<i>Don</i>
Update	JENNINGS ENVIRONMENTAL
Verifyer	SERVICES, INC.
Acknowledgement	<i>Don</i>
W.P. Verifier	<i>Don</i>

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: _____

006250, 00624, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HUMPTY DUMPSTER, INC., a Florida corporation L09025

INTO

JENNINGS ENVIRONMENTAL SERVICES, INC., a Florida corporation,
V22598.

File date: January 30, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

98 FEB -2 PM 12:21

DIVISION OF CORPORATION

January 30, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: JENNINGS ENVIRONMENTAL SERVICES, INC.
Ref. Number: V22598

We have received your document for JENNINGS ENVIRONMENTAL SERVICES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 898A00005540

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF MERGER
OF
HUMPTY DUMPSTER, INC.,
a Florida corporation

AND

JENNINGS ENVIRONMENTAL SERVICES, INC.,
a Florida corporation

FILED
98 JAN 30 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger:

1. **HUMPTY DUMPSTER, INC.**, a Florida corporation ("**HDI**"), shall be merged with and into **JENNINGS ENVIRONMENTAL SERVICES, INC.**, a Florida corporation ("**Jennings**"). **Jennings** shall be the surviving corporation.
2. **Jennings** will continue its existence as the surviving corporation under its current name pursuant to the provisions of the laws of the State of Florida.
3. The merger shall become effective as of the day on which these Articles of Merger are filed by the Secretary of State of Florida (the "Effective Time").
4. The merger was approved by the Board of Directors of **HDI**, and recommended by the Board of Directors of **HDI** to the shareholder of **HDI**, on January 29, 1998. The merger was approved on January 29, 1998, by the shareholder of **HDI**, who owns all issued and outstanding shares of **HDI**'s common stock, which is the only class of stock that **HDI** is authorized to issue and therefore the only voting group entitled to vote on the merger, and the number of votes in favor of the merger were sufficient for approval.

This Document Prepared by:


Jeffrey J. Suter, Esquire
Broad and Cassel
400 Australian Avenue South, Ste. 500
West Palm Beach, FL 33401
FL Bar No.: 0715300


5. The merger was approved by the Board of Directors of **Jennings**, and recommended by the Board of Directors of **Jennings** to the shareholder of **Jennings**, on January 28, 1998. The merger was approved on January 28, 1998, by the shareholder of **Jennings**, which owns all issued and outstanding shares of **Jennings**'s common stock, which is the only class of stock that **Jennings** is authorized to issue and therefore the only voting group entitled to vote on the merger, and the number of votes in favor of the merger were sufficient for approval.

6. The merger shall be effected pursuant to the Agreement and Plan of Merger attached hereto as Exhibit "A."

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of **HDI** and **Jennings** by their authorized officers as of January 30, 1998.

JENNINGS ENVIRONMENTAL SERVICES, INC.

By: 
Name: Ronald H. Jones
Title: Vice President & Treasurer

By: 
Name: Gregory T. Sangalis
Title: Secretary

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK
SIGNATURES CONTINUED ON FOLLOWING PAGE]**

HUMPTY DUMPSTER, INC.

By: Wendy Legum
Name: Wendy Legum
Title: President and Chief Executive
Officer

By: Dee Dieppa
Name: Dee Dieppa
Title: Secretary

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

ACKNOWLEDGMENT

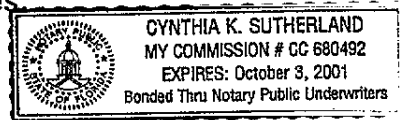
STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this 29 day of January, 1998, by Wendy Legum, as President of **Humpty Dumpster, Inc.**, a Florida corporation, on behalf of the corporation. She is personally known to me ~~or has~~ produced _____ as identification and did take an oath.

NOTARY PUBLIC:

sign Cynthia Sutherland
print CYNTHIA SUTHERLAND

State of Florida at Large
My Commission Expires:



ACKNOWLEDGMENT

STATE OF Texas
COUNTY OF Harris

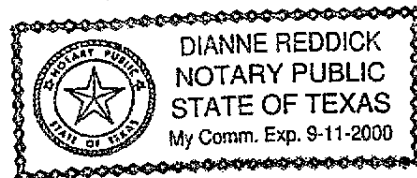
The foregoing instrument was acknowledged before me this 28 day of January, 1998, by Ronald H. Jones, as Vice President of **Jennings Environmental Services, Inc.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did take an oath.

NOTARY PUBLIC:

sign Dianne Reddick
print Dianne Reddick

State of Texas at Large
My Commission Expires:

EAC0531:34223:97031:EAC-35.ART
ldh 1/27/98



AGREEMENT AND PLAN OF MERGER

OF

HUMPTY DUMPSTER, INC.,
a Florida corporation

AND

JENNINGS ENVIRONMENTAL SERVICES, INC.,
a Florida corporation

THIS AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Short Form Agreement and Plan of Merger") is entered into this 30th the day of January, 1998, by and between HUMPTY DUMPSTER, INC. a Florida corporation ("HDI"), and JENNINGS ENVIRONMENTAL SERVICES, INC., a Florida corporation ("Jennings"), as approved by the Board of Directors and shareholders of said corporations:

R E C I T A L S:

A. HDI is a corporation duly organized and existing under the laws of the State of Florida.

B. Jennings is a corporation duly organized and existing under the laws of the State of Florida. Jennings is a wholly owned subsidiary of USA WASTE SERVICES, INC., a Delaware corporation ("USA Waste Services").

C. The Directors of HDI and Jennings believe that the merger of HDI with and into Jennings would be advantageous and beneficial to the respective shareholders, employees and customers of those corporations.

D. HDI and Jennings have agreed that HDI shall merge with and into Jennings upon the terms and conditions and in the manner hereinafter provided, subject to and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Short Form Agreement and Plan of Merger and in order to consummate the transaction described above, HDI and Jennings agree as follows:

1. Merger. HDI shall be merged with and into Jennings.

2. Filing and Effective Time. Promptly after execution of this Short Form Agreement and Plan of Merger, **Jennings** shall file with the Florida Department of State Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"). The merger shall become effective as of the day on which the Articles of Merger are filed by the Secretary of State of Florida (the "Effective Time").

3. Surviving Corporation. **Jennings** shall continue its existence under its current name pursuant to the provisions of the Florida Act, and shall succeed without other transfer to all of the properties, rights, privileges, powers and franchises of **HDI** and shall be subject to all the debts, liabilities and duties of **HDI** in the same manner as if **Jennings** had incurred the same.

4. Disappearing Corporation. The separate existence of **HDI** shall cease at the Effective Time of the merger in accordance with the provisions of the laws of the State of Florida.

5. Terms of the Merger. All issued and outstanding shares of One Dollar (\$1.00) par value common stock of **HDI** shall, by virtue of the merger, be cancelled and exchangeable for shares of One Hundredth Dollar (\$0.01) par value common stock of **USA Waste Services** in accordance with Section 2 of that certain Agreement and Plan of Reorganization among **Jennings**, **USA Waste Services**, **HDI** and the shareholder of **HDI**, dated January 30, 1998 (hereinafter referred to as the "Complete Agreement and Plan of Merger").

6. Articles of Incorporation. The Articles of Incorporation of **Jennings** as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

7. Bylaws. The Bylaws of **Jennings** as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

8. Directors and Officers. The directors and officers of **Jennings** at the Effective Time shall continue to be the directors and the officers of **Jennings**, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of **Jennings**.

9. Approval. The merger contemplated by this Short Form Agreement and Plan of Merger has previously been submitted to and approved by the Board of Directors and Shareholders of HDI and Jennings. Subsequent to the execution of this Short Form Agreement and Plan of Merger by the appropriate officers of HDI and Jennings, the proper officers of each corporation shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated hereby.

10. Governing Law. This Short Form Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles. In the event of any conflict or inconsistency between this Short Form Agreement and Plan of Merger and the Complete Agreement and Plan of Merger, the Complete Agreement and Plan of Merger shall govern and control.

11. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

12. Counterparts. This Agreement and Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Agreement and Plan as of the date first above written.

HUMPTY DUMPSTER, INC., a Florida corporation

By: _____

Wendy Legum, President

JENNINGS ENVIRONMENTAL SERVICES, INC., a Florida corporation

By: _____

Names: _____

Title: _____

9. Approval. The merger contemplated by this Short Form Agreement and Plan of Merger has previously been submitted to and approved by the Board of Directors and Shareholders of HDI and Jennings. Subsequent to the execution of this Short Form Agreement and Plan of Merger by the appropriate officers of HDI and Jennings, the proper officers of each corporation shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated hereby.

10. Governing Law. This Short Form Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles. In the event of any conflict or inconsistency between this Short Form Agreement and Plan of Merger and the Complete Agreement and Plan of Merger, the Complete Agreement and Plan of Merger shall govern and control.

11. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

12. Counterparts. This Agreement and Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Agreement and Plan as of the date first above written.

HUMPTY DUMPSTER, INC., a Florida corporation

By: _____
Wendy Legum, President

JENNINGS ENVIRONMENTAL SERVICES, INC., a Florida corporation

By: *Gregory T Sangalis*
Names: Gregory T Sangalis
Title: vice-president and secretary