

V22598

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
98 JUN -9 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/09/98--01083--007
****122.50 ****122.50

Reliable Trash - Handling, Inc.

merging w/ + into:

USA Waste of Florida, Inc.

- RECEIVED
98 JUN -9 AM 11:47
DIVISION OF CORPORATION
- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

JUN 09 1998

Thanks,
Jeff

Merger
6-9-98
CC

ARTICLES OF MERGER
Merger Sheet

MERGING:

RELIABLE TRASH HAULING, INC., a Florida corporation, 373928

INTO

USA WASTE OF FLORIDA, INC., a Florida corporation, V22598

File date: June 9, 1998

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER**OF****RELIABLE TRASH HAULING, INC.,
a Florida corporation****AND****USA WASTE OF FLORIDA, INC.,
a Florida corporation****FILED**
98 JUN -9 PM 3:45
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. **RELIABLE TRASH HAULING, INC.**, a Florida corporation ("**RTH**"), shall be merged with and into **USA WASTE OF FLORIDA INC.**, a Florida corporation ("**USA Waste**"). **USA Waste** shall be the surviving corporation.

2. **USA Waste** 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 **RTH**, and recommended by the Board of Directors of **RTH** to the shareholder of **RTH**, on June 5, 1998. The merger was approved on June 5, 1998, by the shareholder of **RTH**, who owns all issued and outstanding shares of **RTH**'s common stock, which is the only class of stock that **RTH** 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.

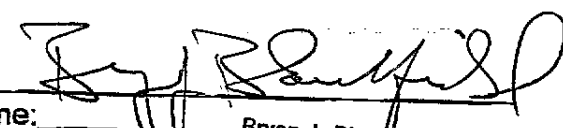
5. The merger was approved by the Board of Directors of **USA Waste**, and recommended by the Board of Directors of **USA Waste** to the shareholder of **USA Waste**, on February 20, 1998. The merger was approved on February 20, 1998, by the shareholder of **USA Waste**, which owns all issued and outstanding shares of **USA Waste**'s common stock, which is the only class of stock that **USA Waste** 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 RTH and USA Waste by their authorized officers as of JUNE 1, 1998.

USA WASTE OF FLORIDA, INC.

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

By: 
Name: Bryan J. Blankfield
Title: Assistant Secretary

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

RELIABLE TRASH HAULING, INC.

By: Anthony Scrima
Name: Anthony Scrima
Title: President

By: Dianne Scrima
Name: DIANNE SCRIMA
Title: Secretary

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ACKNOWLEDGMENT

STATE OF ~~FLORIDA~~ OHIO
COUNTY OF

The foregoing instrument was acknowledged before me this 5th day of June, 1998, by Anthony Scrima, as President of **Reliable Trash Hauling, 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 Elaine Chotlos
print Elaine Chotlos

ELAINE CHOTLOS, Attorney
State of ~~Florida~~ Ohio at Large
My Commission Expires _____
Notary Public - State of Ohio
My commission shall expire on the date.
Section 147.03 R.C.

JUN. 1. 1998

4:25PM

BAKER&HOSTETLER LLP

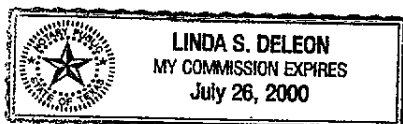
NO. 679

P. 6/6

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 1st day of June, 1998, by Ronald H. Jones, as V.P. and Treasurer of USA Waste of Florida, 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 Linda S. De Leon
print LINDA S. DE LEON

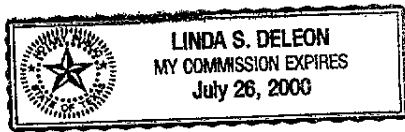
State of Texas at Large
My Commission Expires:

EAC0531:34223:97033:EAC-10A.ART
ldh 6/1/98

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 1st day of June, 1998, by Bryan J. Blankfield, as Assistant Secretary of **USA Waste of Florida, Inc.**, a Florida corporation, on behalf of the corporation. He is personally known to me and did take an oath.



Linda S. DeLeon

NOTARY PUBLIC

AGREEMENT AND PLAN OF MERGER

OF

RELIABLE TRASH HAULING, INC.,
a Florida corporation

AND

USA WASTE OF FLORIDA, 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 5th day of June, 1998, by and between RELIABLE TRASH HAULING, INC. a Florida corporation ("RTH"), and USA WASTE OF FLORIDA, INC., a Florida corporation ("USA Waste"), as approved by the Board of Directors and shareholders of said corporations:

R E C I T A L S:

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

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

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

D. RTH and USA Waste have agreed that RTH shall merge with and into USA Waste 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, RTH and USA Waste agree as follows:

1. Merger. RTH shall be merged with and into USA Waste.

2. Filing and Effective Time. Promptly after execution of this Short Form Agreement and Plan of Merger, USA Waste 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

"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").

2. Surviving Corporation. **USA Waste** 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 **RTH** and shall be subject to all the debts, liabilities and duties of **RTH** in the same manner as if **USA Waste** had incurred the same.

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

4. Terms of the Merger. All issued and outstanding shares of Ten Dollar (\$10.00) par value common stock of **RTH** 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 **USA Waste**, **USA Waste Services**, **RTH** and the shareholder of **RTH**, dated February 20, 1998 (hereinafter referred to as the "Complete Agreement and Plan of Merger").

5. Articles of Incorporation. The Articles of Incorporation of **USA Waste** 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.

6. Bylaws. The Bylaws of **USA Waste** 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. Directors and Officers. The directors and officers of **USA Waste** at the Effective Time shall continue to be the directors and the officers of **USA Waste**, 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 **USA Waste**.

8. 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 **RTH** and **USA Waste**. Subsequent to the execution of this Short Form Agreement and Plan of Merger by the appropriate officers of **RTH** and **USA Waste**, 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.

9. 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.

10. 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.

11. 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.

RELIABLE TRASH HAULING, INC.,
a Florida corporation

By: Anthony Scrima
Anthony Scrima, President

USA WASTE OF FLORIDA, INC.,
a Florida corporation

By: Bryan J. Blankfield
Name: Bryan J. Blankfield
Title: Assistant Secretary