

V35048



**Waste Management<sup>SM</sup>**

3003 Butterfield Road  
Oak Brook, Illinois 60523-1100

Phone 630.572.8800

Via Federal Express

December 22, 1997

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-12/26/97--01057--001

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

**Re: Merger of Automotive Industrial Recovery Systems, Inc.  
into Automotive Industrial Recyclers Holding Company**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 DEC 26 PM 2:14

Ladies/Gentlemen:

Enclosed please find in duplicate a certificate of merger for the referenced corporations. Also enclosed is a check in the amount of \$70.00.

Please send evidence of filing to my attention at the Oak Brook address. If for any reason this merger cannot be filed, please contact me at (630)572-2429.

Very truly yours,

*Carrie L. Cozzi*

Carrie L. Cozzi  
Paralegal

Enclosures

*merger*  
*1/6/98*

**ARTICLES OF MERGER**  
**Merger Sheet**

**MERGING:** -----

**AUTOMOTIVE INDUSTRIAL RECOVERY SYSTEMS, INC., A FL CORP.,**  
**#V35246**

**INTO**

**AUTOMOTIVE INDUSTRIAL RECYCLERS HOLDING COMPANY, a Florida**  
**corporation, V35048.**

**File date: December 26, 1997**

**Corporate Specialist: Susan Payne**

ARTICLES OF MERGER  
OF  
AUTOMOTIVE INDUSTRIAL RECOVERY SYSTEMS, INC.  
INTO  
AUTOMOTIVE INDUSTRIAL RECYCLERS HOLDING COMPANY

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 26 PM 2:14

Pursuant to Section 607.1105 of the Florida 1989 Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name</u>	<u>State</u>
Automotive Industrial Recyclers Holding Company	Florida
Automotive Industrial Recovery Systems, Inc.	Florida

SECOND: The name of the surviving corporation is AUTOMOTIVE INDUSTRIAL RECYCLERS HOLDING COMPANY and is organized in Florida.

THIRD: The plan of merger is as follows:

PLAN AND AGREEMENT OF MERGER

1. AUTOMOTIVE INDUSTRIAL RECYCLERS HOLDING COMPANY, a Florida corporation (the "Surviving Corporation"), hereby merges into itself the following corporation: AUTOMOTIVE INDUSTRIAL RECOVERY SYSTEMS, INC., a Florida corporation (the "Merging Corporation"); the Merging Corporation shall be and hereby is merged into the Surviving Corporation.

2. The Articles of Incorporation of the Surviving Corporation in effect on the date of merger shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger until amended or repealed.

3. The by-laws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

4. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

5. Each share of stock of the Surviving Corporation which shall be issued on the effective date of this merger shall remain issued. All of the issued shares of the Merging Corporation shall be canceled and no shares of the Surviving Corporation are to be issued in exchange therefor.

6. All the property, rights, privileges, powers and franchises of the Merging Corporation shall upon the effectiveness of the merger be vested in and held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were theretofore held and enjoyed by the Merging Corporation and the Surviving Corporation shall thereupon assume all of the obligations of the Merging Corporation.

7. The merger shall be effective upon filing.

\* \* \*

FOURTH: The Plan of Merger was adopted by the shareholders of each of the Merging Corporation on December 22, 1997; The Plan of Merger was adopted by the shareholder of the Surviving Corporation on December 22, 1997.

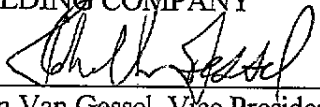
FIFTH: All provisions of the law of the State of Florida and the State of Delaware applicable to the merger have been complied with.

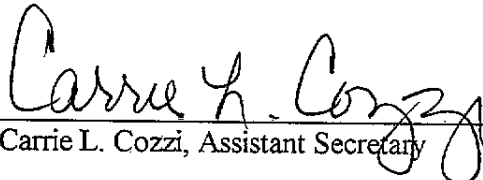
SIXTH: The Surviving Corporation appoints the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation party to the merger.

SEVENTH: The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of each domestic corporation party to the merger the amount, if any, to which they are entitled under Section 607.1302.

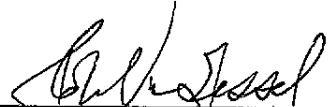
Signed this 22nd day of December 1997.

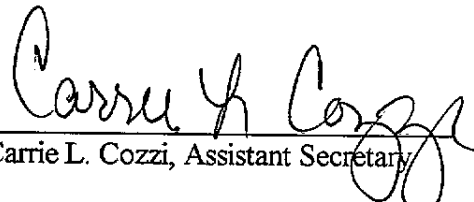
AUTOMOTIVE INDUSTRIAL RECYCLERS  
HOLDING COMPANY

  
John Van Gessel, Vice President

  
Carrie L. Cozzi, Assistant Secretary

AUTOMOTIVE INDUSTRIAL RECOVERY  
SYSTEMS, INC.

  
John Van Gessel, Vice President

  
Carrie L. Cozzi, Assistant Secretary