



**ARTICLES OF
OF
MERGER**

The undersigned corporations pursuant to Section 85, Act No. 80-633 known as the Alabama Business Corporation Act, hereby execute the following articles of merger:

ARTICLE ONE

The plan of merger is as follows:

PLAN OF MERGER

BROWNING-FERRIS INDUSTRIES OF ALABAMA, INC., an Alabama corporation, (the "Surviving Corporation"), hereby merges with and into itself, HOOVER SANITATION SERVICE, INC., an Alabama corporation, (the "Merged Corporation"). BROWNING-FERRIS INDUSTRIES OF ALABAMA, INC. shall be the Surviving Corporation. The Articles of Incorporation and By-laws of BROWNING-FERRIS INDUSTRIES OF ALABAMA, INC. shall be the Articles of Incorporation and By-laws of the Surviving Corporation.

On the effective date of the merger, each share of the issued and outstanding stock of the Merged Corporation shall forthwith be cancelled and no shares of the Surviving Corporation will be issued in exchange therefore. All of the property, rights, privileges, leases and patents of the Merged Corporation are to be transferred to and become the property of the Surviving Corporation.

ARTICLE TWO

As to each corporation, the number of shares outstanding, and the number and designation of the shares of any class entitled to vote as a class, are:

<u>Name of Corporation</u>	<u>Designation and Total Number of Outstanding Shares</u>
Browning-Ferris Industries of Alabama, Inc.	25,000 Common
Hoover Sanitation Service, Inc.	8,000 Common

ARTICLE THREE

Browning-Ferris Industries, Inc., a Delaware corporation, is the Sole Shareholder of both Browning-Ferris Industries of Alabama, Inc. and Hoover Sanitation Service, Inc., and it approved of said merger by taking the following action by unanimous written consent on December 18, 1984.

RESOLVED, that Hoover Sanitation Service, Inc. shall be merged into Browning-Ferris Industries of Alabama, Inc. pursuant to the Plan of Merger set forth in the attached Articles of Merger.

Ginger A. Wallace
B & B Corporation System
311 Dallas Ave.
Houston, TX 77002

ARTICLE FOUR

As to each corporation the counties in which their articles (or certificates) of incorporation are filed, are:

<u>Name of Corporation</u>	<u>County in Which Articles (or Certificates) of Incorporation are filed</u>
Browning-Ferris Industries of Alabama, Inc.	Jefferson County
Hoover Sanitation Service, Inc.	Shelby County

IN WITNESS WHEREOF each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President or Vice-President and Secretary or Assistant Secretary, as of the 2nd day of January, 1985.

**BROWNING-FERRIS INDUSTRIES
OF ALABAMA, INC.**

By: Michael J. Thomas
Vice President

and Gerald K. Burger
Secretary

HOOVER SANITATION SERVICE, INC.

By: Michael J. Thomas
Vice President

and Gerald K. Burger
Secretary

THE STATE OF TEXAS

COUNTY OF HARRIS

Before me, the undersigned authority in and for said county and state, personally appeared Stephen L. Thomas, and Gerald K. Burger, who, being by me first duly sworn, do depose and say that he is the Vice President and Secretary respectively of Browning-Ferris Industries of Alabama, Inc. and Hoover Sanitation Service, Inc. and that the foregoing statements contained in these articles are true, full and correct.

Subscribed and sworn to before me on the 2nd day of January, 1985 in witness whereof I hereunto subscribe my name and attach the seal of my office.

Eleen B. Binger

My commission expires 2/8/88

ELEEN B. BINGER
Notary Public, State of Texas
My Comm. Expires 2/8/88



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify

that duplicate originals of Articles of Merger merging Hoover Sanitation Service, Inc. into Browning-Ferris Industries of Alabama, Inc., both Alabama corporations

duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging Hoover Sanitation Service, Inc. into Browning-Ferris Industries of Alabama, Inc.

and attaches hereto a duplicate original of the Articles of Merger.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 14, 1985

Date

Don Siegelman

Don Siegelman

Secretary of State



BOOK 27 PAGE 278



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1985 JAN 18 AM 10:27

Thomas A. [unclear]
JUDGE OF PROBATE

Recd 25.00
1.00
26.00

January 14, 1985
1/16/85

Don [unclear]