



**networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

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95 JUN -2 PM 12:29  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032  
REFERENCE : 609037 86901X  
AUTHORIZATION :  
COST LIMIT : • ~~2000~~ 7975

ORDER DATE : June 2, 1995

ORDER TIME : 11:04 AM

ORDER NO. : 609037

CUSTOMER NO: 86901X

CUSTOMER: Ms. Debbie Vincent  
Prentice Hall Legal &  
600 Travis  
Suite 1800  
Houston, TX 77002

800001505018  
-06/02/95--01030--057

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

FOREIGN FILINGS

800001505018  
-06/02/95--01030--057

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

NAME: MADSEN/BARR-ALLWASTE, INC.

800001505018  
-06/02/95--01030--058

\*\*\*\*\*8.75 \*\*\*\*\*8.75

       PROFIT  
       NON-PROFIT

       CORPORATE  
       LIMITED PARTNERSHIP

XXXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrena Randolph

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN -2 PM 2:17

*mtm*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:**

1. Madsen/Barr-Allwaste, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 76-0469163  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/1/94 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.)

7. 5151 San Felipe, Suite 1600  
Houston, TX 77056  
(Current mailing address)

8. industrial and environmental services  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

**9. Name and street address of Florida registered agent:**

The Prentice-Hall Corporation  
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301  
(Zip Code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

The Prentice-Hall Corporation-System, Inc.  
By: Debra L. Vincent Debra L. Vincent  
(Registered agent's signature) Assistant Secretary

**11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.**

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**12. Names and addresses of officers and directors:**

**DIRECTORS:**

Robert M. Chiste                      Director  
Primary : 5151 San Felipe, Suite 1600  
Address : Houston, TX 77056-3609

Fred M. Ferreira                      Director  
Address : 5151 San Felipe  
Suite 1600  
Houston, Texas 77056-3609

Curtis C. Colicher                      Director  
Address : 5151 San Felipe  
Suite 1600  
Houston, Texas 77056-3609

Robert H. Madsen                      Director  
Address : 1117 NW 55th Street  
Ft. Lauderdale, FL 33309

John Barr                              Director  
Primary : 1117 NW 55th Street  
Address : Ft Lauderdale, FL 33309

**OFFICERS:**

Curtis C. Colicher                      President  
Address : 5151 San Felipe  
Suite 1600  
Houston, Texas 77056-3609

Robert H. Madsen                      Vice President  
Address : 1117 NW 55th Street  
Ft. Lauderdale, FL 33309

John Barr                              Vice President  
Primary : 1117 NW 55th Street  
Address : Ft Lauderdale, FL 33309

Michael V.J. Ramirez                      Vice President  
Address : 5151 San Felipe  
Suite 1600

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Houston, Texas 77056-3609

Darren B. Miller                      Treasurer  
Address : 5151 San Felipe  
Suite 1600  
Houston, Texas 77056-3609

William L. Fiedler                      Secretary  
Address : 5151 San Felipe  
Suite 1600  
Houston, Texas 77056-3609

Stanley L. Mason                      Assistant Secretary  
Primary : 5151 San Felipe, Suite 1500  
Address : Houston, TX 77056-3609

Colleen R. Rihner                      Assistant Secretary  
Primary : 5151 San Felipe, Suite 1600  
Address : Houston, TX 77056-3609

13.

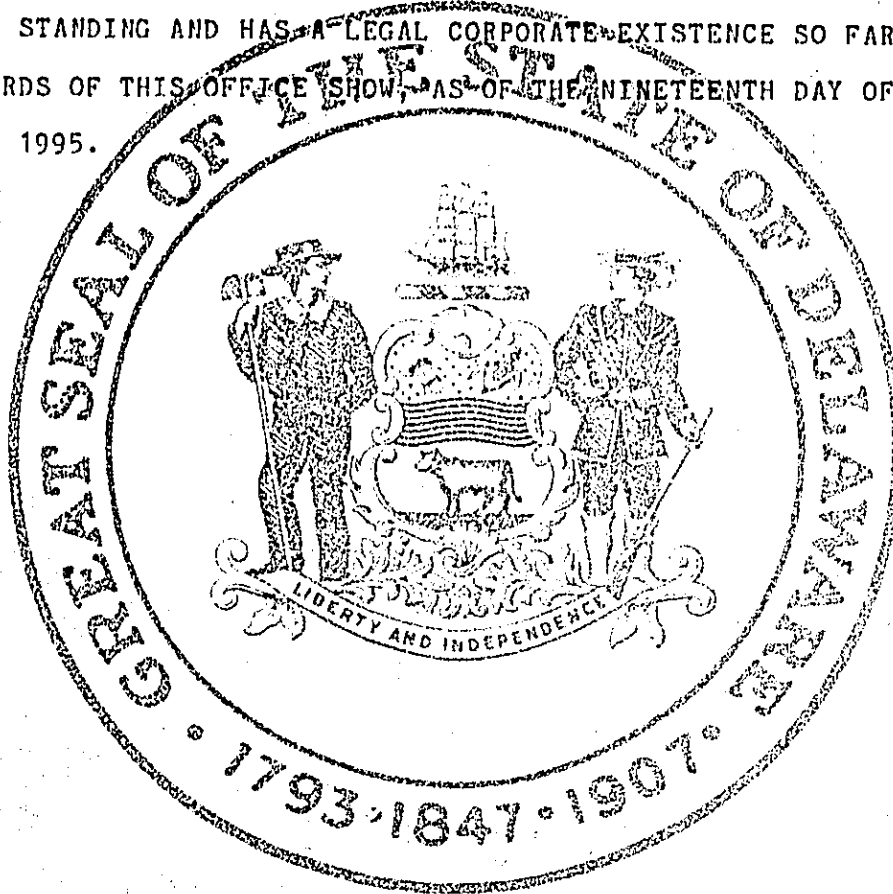
14.

  
\_\_\_\_\_  
William L. Fiedler, Secretary

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MADSEN/BARR-ALLWASTE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MAY, A.D. 1995.



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DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

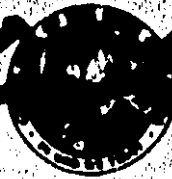
2449018 8300

950110985

AUTHENTICATION: 7511035

DATE: 05-19-95

F95000002692



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

BROWN/WILLIAMS CONSTRUCTION, INC., a Florida corporation, document  
number H05003

into

MADSEN/BARR-ALLWASTE, INC., a Delaware corporation F95000002692

File date: December 21, 1995, effective January 1, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00

1204 HAYS STREET  
TALLAHASSEE, FL 32301  
904  
904 222 1491

800-342-8086

# F950000269Z



ACCOUNT NO. : 072100000.  
REFERENCE : 778065  
AUTHORIZATION : *Patricia*  
COST LIMIT : \$ 70.00

FILED  
95 DEC 21 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 20, 1995

900001668099

ORDER TIME : 11:55 AM

ORDER NO. : 778065

CUSTOMER NO: 154398A

CUSTOMER: Ms. Ruth M. Allen-demery  
Allwaste, Inc.  
Law Department  
5151 San Felipe, Suite 1600  
Houston, TX 77056-3609

EFFECTIVE DATE:

1-1-96

RECORDED  
95 DEC 21 PM 1:29  
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

BROWN/WILLIAMS CONSTRUCTION,  
INC.

INTO

MADSEN/BARR-ALLWASTE, INC.

*need  
Today's  
Date*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Wendy D. Calhoun/MJP  
EXAMINER'S INITIALS: \_\_\_\_\_

EFFECTIVE DATE

1-1-96

ARTICLES OF MERGER  
OF  
Brown/Williams Construction Inc.

AND  
Madsen/Barr-Allwaste, Inc.

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95 DEC 21 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Brown/Williams Construction Inc. with and into Madsen/Barr-Allwaste, Inc..
2. The shareholders of Madsen/Barr-Allwaste, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 1, 1995, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of Brown/Williams Construction Inc. with and into Madsen/Barr-Allwaste, Inc. is permitted by the laws of the jurisdiction of organization of Madsen/Barr-Allwaste, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Madsen/Barr-Allwaste, Inc. was December 1, 1995.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on January 1, 1996.

Executed on December 20, 1995.

**Brown/Williams Construction Inc.**

By: William L. Fiedler

William L. Fiedler, Secretary

**Madsen/Barr-Allwaste, Inc.**

By: William L. Fiedler

William L. Fiedler, Secretary



**PLAN OF MERGER** adopted on December 1, 1995 by resolution of the Board of Directors of Brown/Williams Construction Inc., a business corporation organized under the laws of the State of Florida, and adopted on December 1, 1995, by resolution of the Board of Directors of Madsen/Barr-Allwaste, Inc., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are Brown/Williams Construction Inc., a business corporation organized under the laws of the State of Florida, and Madsen/Barr-Allwaste, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Brown/Williams Construction Inc. plans to merge is Madsen/Barr-Allwaste, Inc..

1. Brown/Williams Construction Inc. and Madsen/Barr-Allwaste, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Madsen/Barr-Allwaste, Inc., be merged with and into a single corporation, to wit, Madsen/Barr-Allwaste, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Brown/Williams Construction Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, 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 the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be extinguished. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the

effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Document Number Only

F95000002692

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

400002310014--8

-10/02/97--01066--024

\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Madsen/Barr - Allwaste, Inc.*

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- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

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

*10/2/97*

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*RAIRO  
change  
SP 10/2/97*

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Madsen/Barr-Allwaste, Inc.

2. The mailing address of the corporation is: 5151 SAN FELIPE, SUITE 1600 HOUSTON, TX 77056

3. Date of incorporation/qualification: 06-02-1995 Document number: E95000002692

4. The name and address of the current registered agent and office: THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS ST., STE. 105 TALLAHASSEE, FL 32301 US

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable) C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND RD. Plantation, Florida 33324

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical. Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Loretta Charles  
(Signature of an officer, chairman or vice chairman of the board)

9/25/97  
(Date)

Loretta Charles, Vice President  
(Printed or typed name and title)

September 25, 1997  
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dwight Coats  
(Signature of Registered Agent)

9/29/97  
(Date)

If signing on behalf of an entity:  
Dwight Coats  
(Typed or Printed Name)

Assistant Secretary  
(Capacity)