

10-01-2003

FORM PTO-1594

REC



U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

102563630

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

9-29-03

Waste Management of North America, Inc.

- Individual Association
- General Partnership Limited Partnership
- Corporation - State - Illinois
- Other:

Additional name(s) conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: December 10, 1999

2. Name and address of receiving party(ies)

Name: Waste Management Holdings, Inc.

Internal Address: _____

Street Address: 1001 Fannin, Suite 4000

City: Houston State: Texas Zip: 77002

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____

Corporation - State Delaware

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application Number(s) or registration number(s)

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 950,064

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

NAME: Ben D. Tobor

Internal Address: (87741.064)

Street Address: Bracewell & Patterson, L.L.P.

PO Box 61389

City: Houston State: Texas Zip: 77208-1389

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0259

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Signature

Ben D. Tobor

Signature

Date Signed

9/22/03

Total number of pages including cover sheet, attachments, and documents: 7

09/30/2003 BYRNE 0000036 950064


01 FC:8521

40.00 DP

1600061.1

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002835 FRAME: 0784

Form BCA-11.25 (Rev. Jan. 1999)	ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE	File # <u>5241-171-8</u>
Jesse White Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-6961 http://www.sos.state.il.us	FILED DEC 15 1999 JESSE WHITE SECRETARY OF STATE	SUBMIT IN DUPLICATE
DO NOT SEND CASH! Remit payment in check or money order, payable to "Secretary of State." Filing Fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.		This space for use by Secretary of State Date <u>12-15-99</u> Filing Fee \$ <u>100</u> Approved: 

1. Names of the corporations proposing to ^{merge}~~consolidate~~ , and the state or country of their incorporation:
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Waste Management of North America, Inc.</u>	<u>Illinois</u>	<u>D52411718</u>
<u>Waste Management Holdings, Inc.</u>	<u>Delaware</u>	<u>F21240273</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ^{surviving}~~new~~ corporation: Waste Management Holdings, Inc.
~~acquiring~~

(b) it shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger}~~consolidation~~ is as follows:
~~exchange~~

see attached

EXPEDITED
DEC 15 1999
SECRETARY OF STATE

- merger
 5. Plan of consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30— 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation			
N/A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Waste Management of North America, Inc.	1,000	1,000
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was N/A (Month & Day), _____ (Year).

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be **BLACK INK**.)

Dated Dec 10 1999
(Month & Day) (Year)
attested by [Signature]
(Signature of Secretary or Assistant Secretary)
Bryan J. Blankfield, Secretary
(Type or Print Name and Title)

Waste Management of North America, Inc.
(Exact Name of Corporation)
by [Signature]
(Signature of President or Vice President)
Robert G. Simpson, Vice President
(Type or Print Name and Title)

Dated Dec 10 1999
(Month & Day) (Year)
attested by [Signature]
(Signature of Secretary or Assistant Secretary)
Bryan J. Blankfield, Secretary
(Type or Print Name and Title)

Waste Management Holdings, Inc.
(Exact Name of Corporation)
by [Signature]
(Signature of President or Vice President)
Robert G. Simpson, Vice President
(Type or Print Name and Title)

Dated _____
(Month & Day) (Year)
attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)
by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

C-195.8

PLAN OF MERGER

This Plan of Merger ("Plan of Merger"), dated as of Dec 10, 1999, by and among Waste Management of North America, Inc., an Illinois corporation (the "Merging Corporation"), on the one hand, and WASTE MANAGEMENT HOLDINGS, INC., a Delaware corporation (the "Surviving Corporation") on the other hand;

WITNESSETH:

WHEREAS, Waste Management of North America, Inc. is a corporation organized and existing under and by virtue of the laws of the State of Illinois; and

WHEREAS, Waste Management Holdings, Inc. is a corporation organized and existing under and by virtue of the laws of the State of Delaware; and

WHEREAS, the sole shareholder of the Merging Corporation is Waste Management Holdings, Inc. and the sole shareholder of the Surviving Corporation is Waste Management, Inc., a Delaware corporation; and

WHEREAS, the Boards of Directors of all of the parties hereto deem it desirable and in the best interests of the respective corporations and their sole shareholders that the Merging Corporation be merged into and with the Surviving Corporation, such that the Surviving Corporation will be the surviving corporation of the merger and consolidation, whose name upon giving effect to such merger shall be "WASTE MANAGEMENT HOLDINGS, INC.", as authorized by the statutes of the State of Delaware and under and pursuant to the terms and conditions herein set forth, and each such Board of Directors has duly approved of and authorized the terms and conditions of this Plan of Merger and consolidation;

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the terms and conditions herein set forth, the parties hereto hereby agree as follows:

1. The name and state of incorporation of each of the corporations proposing to merge and consolidate are:

<u>Name</u>	<u>State of Incorporation</u>
Waste Management Holdings, Inc.	Delaware
Waste Management of North America, Inc.	Illinois

2. The parties hereto shall be merged into a single corporation by the Merging Corporation merging with and into the Surviving Corporation, which surviving corporation shall survive the merger pursuant to, and shall be deemed to continue to exist under and be governed by, the provisions of the laws of the State of Delaware, and whose name, upon and after the effectiveness of the merger, shall be "WASTE MANAGEMENT HOLDINGS, INC." The address of the registered or principal office of the Surviving Corporation in its state of incorporation shall continue to be the same address as prior to the effectiveness of the merger. Upon such merger, the separate corporate existence of the Merging Corporation shall cease and terminate, and the Surviving Corporation shall become the owner, without other transfer, of all the rights, franchises and properties, of every type and nature, of the Merging Corporation, and

shall become subject to all the debts and liabilities of the Merging Corporation to the extent such companies were subject to such debts and liabilities.

3. The Articles of Incorporation and Bylaws of the Surviving Corporation shall, upon the merger becoming effective, be the Articles of Incorporation and Bylaws, respectively, of the Surviving Corporation as in effect immediately prior to the effective date of the merger and without any further changes therein until the same shall be altered, amended, or repealed or until new Articles of Incorporation or Bylaws are adopted as provided therein and by law.

4. The names and addresses of the persons who shall constitute the Board of Directors and officers of the Surviving Corporation are those names and addresses of the persons who constitute the Board of Directors and officers, respectively, of the Surviving Corporation immediately prior to the effective date of the merger.

5. Shares of stock of each of the Merging Corporation and the Surviving Corporation shall be converted, exchanged or cancelled as follows:

(a) Outstanding Shares of the Merging Corporation: The shares of common stock of the Merging Corporation that are issued and outstanding on the effective date of the merger, shall together and in the aggregate be automatically cancelled.

(b) Outstanding Shares of the Surviving Corporation: The shares of common stock of the Surviving Corporation that are issued and outstanding on the effective date of the merger, shall remain outstanding as shares of common stock of the Surviving Corporation, which shares of the Surviving Corporation shall continue to be issued, outstanding, fully paid and non-assessable.

6. This Plan of Merger may be terminated and abandoned by action of the Board of Directors of either party at any time prior to the filing and recording of all required documents under the laws of the State of Delaware, whether before or after approval by the respective sole shareholders of the corporate parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed by their respective officers effective on and as of the date above written.

WASTE MANAGEMENT OF NORTH
AMERICA, INC.

By: Robert G. Simpson
Robert G. Simpson, Vice President

WASTE MANAGEMENT HOLDINGS, INC.

By: Robert G. Simpson
Robert G. Simpson, Vice President

File Number 5241-171-8

COPY

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
WASTE MANAGEMENT HOLDINGS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 15TH day of DECEMBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH



C-212.3

Jesse White

Secretary of State