

Filing Fee: See Instructions

ID Number: 5300



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

06 JAN 19 PM 1:45

ARTICLES OF MERGER OR CONSOLIDATION INTO

Earl Senior Sanitation, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Earl Senior Sanitation, Inc. with handwritten '5300' and 'Business Corporation' for Rhode Island and Massachusetts.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Earl Senior Sanitation, Inc. which is to be governed by the laws of the state of Massachusetts

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing at 9:00 A.M. on the calendar day following filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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By KMC
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- b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.
- i) The name of the subsidiary corporation is _____
- ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- _____
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

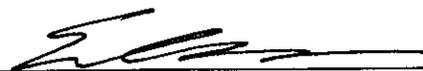
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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Earl Senior Sanitation, Inc.

Print Entity Name

By:  _____

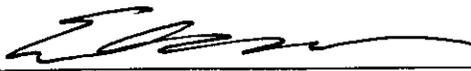
Name of person signing President Title of person signing

By: _____

Name of person signing Title of person signing

Earl Senior Sanitation, Inc.

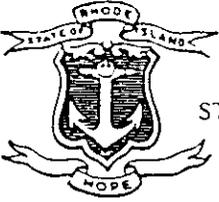
Print Entity Name

By:  _____

Name of person signing President Title of person signing

By: _____

Name of person signing Title of person signing



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

January 6, 2006

TO WHOM IT MAY CONCERN:

Re: EARL SENIOR SANITATION, INC.

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of

MERGER-CORPORATION IS NON-SURVIVOR

Very truly yours,


R. Gary Clark
Tax Administrator


Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations

EARL SENIOR SANITATION, INC.

CERTIFICATION OF CLERK

I, E. Thomas Croome, Jr., attest that the following copy of "AGREEMENT OF MERGER AND PLAN OF REORGANIZATION" is a true copy of the original Agreement executed by Earl Senior Sanitation, Inc., a Rhode Island corporation, on November 23, 2005.



E. Thomas Croome, Jr.
Secretary

Date: November 23, 2005

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated November 23, 2005 by and between EARL SENIOR SANITATION, INC., a Rhode Island corporation (hereinafter called EARL-RI), and EARL SENIOR SANITATION, INC., a Massachusetts corporation (hereinafter called EARL-MA).

WHEREAS

1. The Boards of Directors of EARL-RI and EARL-MA have resolved that EARL-RI be merged and pursuant to the Business Corporation Laws of the State of Rhode Island and the Business Corporations Act of the Commonwealth of Massachusetts into a single corporation existing under the laws of the Commonwealth of Massachusetts, to wit, EARL-MA, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of EARL-RI consists of 600 shares of Common stock with no par value (hereinafter called the "EARL-RI common stock"), of which 110 shares are issued and outstanding;

3. The authorized capital stock of EARL-MA consists of 600 shares of Common Stock with no par value (hereinafter called the "EARL-MA common stock"), of which 110 shares are issued and outstanding; and

4. The respective Board of Directors of EARL-RI and EARL-MA have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree in accordance with the Business Corporation Laws of the State of Rhode Island and the Business Corporations Act of the Commonwealth of Massachusetts, that EARL-RI shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the Commonwealth of Massachusetts, to wit, Earl Senior Sanitation, Inc., which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 EARL-RI Stockholders' Meeting. EARL-RI shall call a meeting of its stockholders to be held in accordance with the Business Corporation law of the State of Rhode Island at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by EARL-RI as Sole Stockholder of EARL-MA. On or before November 23, 2005, EARL-RI as the sole stockholder of EARL-MA, shall adopt this Agreement in accordance with the Business Corporation Act of the Commonwealth of Massachusetts.

1.3 Filing of Certificate of Merger: Effective Date. If (a) this Agreement is adopted by the stockholders of EARL-RI in accordance with the Business Corporation Laws of the State of Rhode Island, (b) this Agreement has been adopted by EARL-RI as the sole stockholder of EARL-MA in accordance with the Business Corporation Act of the Commonwealth of Massachusetts, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed in accordance with the Business Corporation Laws of the State of Rhode Island and the Business Corporation Act of the Commonwealth of Massachusetts. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Massachusetts, which date and time are herein referred to as the "Effective Date".

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of EARL-RI shall cease, and EARL-RI shall be merged into EARL-MA, which as the surviving corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as a private nature, and be subject to all the restrictions, disabilities and duties of EARL-RI; and all and singular, the rights, privileges, powers and franchises of EARL-RI, subscriptions and all other things in action or belonging to EARL-RI, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of EARL-RI, and the title to any real estate vested by deed or otherwise, under the laws of Massachusetts or Rhode Island or in any other jurisdiction, in EARL-RI shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of EARL-RI shall be preserved unimpaired, and all debts, liabilities, and duties of EARL-RI shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of EARL-RI, or the corresponding officers of the

Surviving Corporation, may, in the name of EARL-RI, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all EARL-RI's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be EARL SENIOR SANITATION, INC.

2.2 Certificate of Incorporation. The Certificate of Incorporation of EARL-MA as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 By-Laws. The By-Laws of EARL-MA as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of EARL-RI and the nature and amount of securities of EARL-MA which the holders of shares of EARL-RI common stock are to receive in exchange for such shares are as follows:

3.1 EARL-RI Common Stock. Each one share of EARL-RI Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of EARL-MA Common Stock and outstanding certificates representing shares of EARL-RI Common Stock shall thereafter represent shares of EARL-MA Common Stock. Such certificates may, but need not be, exchanged by the holder thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 EARL-MA Common Stock Held by EARL-RI. All issued and outstanding shares of EARL-MA Common Stock held by EARL-RI immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

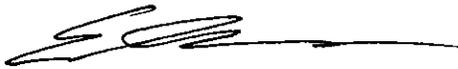
4. Miscellaneous

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholder of EARL-RI, if the Board of Directors of EARL-RI or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Earl Senior Sanitation, Inc., a Massachusetts corporation, and Earl Senior Sanitation, Inc., a Rhode Island corporation this 23rd day of November, 2005.

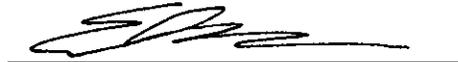
ATTEST:



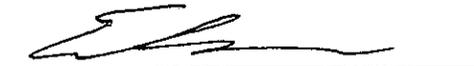
E. Thomas Croome, Jr.
Secretary

EARL SENIOR SANITATION, INC.
A RHODE ISLAND CORPORATION

By:



E. Thomas Croome, Jr.
President



E. Thomas Croome, Jr.
Treasurer

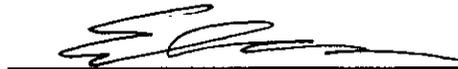
ATTEST:



E. Thomas Croome, Jr.
Secretary

EARL SENIOR SANITATION, INC.
A MASSACHUSETTS CORPORATION

By:



E. Thomas Croome, Jr.
President



E. Thomas Croome, Jr.
Treasurer