

Filing Fee: See Instructions

ID Number: 75018



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

DEC 29 2006

By ADK
21148Y

2006 DEC 29 PM 2:47
STATE OF RHODE ISLAND
PROVIDENCE DIV.

ARTICLES OF MERGER OR CONSOLIDATION INTO

(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 ☒ 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:

	Name of entity	Type of entity	State under which entity is organized
15018	21st Century		
450AH	Environmental Management Inc. of Rhode Island	business corporation	Rhode Island
	Northland Environmental, Inc.	business corporation	Delaware

- 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 Northland Environmental, Inc.
which is to be governed by the laws of the state of Delaware

- 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:

5151 San Felipe, Suite 1600, Houston, TX 77056

- 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 December 31, 2006

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.

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.

.....
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.

.....
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.

21st Century Environmental Management Inc. of Rhode Island

Print Entity Name

By: [Signature] _____ President

Name of person signing

Title of person signing

By: [Signature] _____ Secretary

Name of person signing

Title of person signing

Northland Environmental, Inc.

Print Entity Name

By: [Signature] _____ President

Name of person signing

Title of person signing

By: [Signature] _____ Secretary

Name of person signing

Title of person signing

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER ("Agreement") entered into this 15th day of December, 2006 between Northland Environmental Inc., a Delaware corporation ("Northland") and a wholly-owned subsidiary of Luntz Acquisition (Delaware) Corporation ("Parent"), and 21st Century Environmental Management Inc. of Rhode Island, a Rhode Island corporation and also a wholly-owned subsidiary of Parent ("21st Century EMI-RI") and together with Northland, "Constituent Corporations").

RECITALS:

WHEREAS, the parties deem it advisable and in the best interests of the Constituent Corporations and their Parent that 21st Century EMI-RI be merged with and into Northland (the "Merger") in accordance with the provisions of the Delaware General Corporation Law ("DGCL") and Section 7-1.2-1001 of the Rhode Island Business Corporation Act ("RIBCA") and desire to state herein the mode of carrying the same into effect and certain other details and provisions of the Merger.

NOW, THEREFORE, in consideration of the premises and the agreements herein contained, the parties agree as follows:

1. Constituent Corporations and Merger. On the Effective Time, as defined in Section 3 below, 21st Century EMI-RI shall be merged with and into Northland; Northland shall be the surviving corporation (the "Surviving Corporation") and the separate existence of 21st Century EMI-RI shall cease in accordance with applicable law.

2. Surviving Corporation.

(a) The name by which the Surviving Corporation shall be known is: Northland Environmental Inc.

(b) The Certificate of Incorporation of Northland shall constitute the Certificate of Incorporation of the Surviving Corporation.

(c) The By-Laws of Northland shall be the By-Laws of the Surviving Corporation;

(d) The officers and directors of the Surviving Corporation shall be those of Northland immediately prior to the Effective Time.

3. Effective Time. This Agreement and Plan of Merger shall be submitted to the stockholders of each of the Constituent Corporations as and to the extent required by law. The Merger shall become effective as of 11:59 p.m. on December 31, 2006 (the "Effective Time").

4. Effect of Merger. From and after the Effective Time, the effect of the Merger shall be as provided in Section 259 of the DGCL and Section 7-1.2-1005 of RIBCA, including the following: (i) the separate corporate existence of 21st Century EMI-RI shall cease and all of its assets, property, rights and powers as well as all debts due it and all choses in action belonging to it shall be transferred to and vested in Northland as the Surviving Corporation

without further act or deed; (ii) Northland as the Surviving Corporation shall continue in existence and retain all of its assets, property, leasehold interests, rights and powers as well as all debts due to it and all choses in action belonging to it without impairment;

5. Cancellation of 21st Century EMI-RI Shares. At the Effective Time, by virtue of the Merger and without any action on the part of Northland or 21st Century EMI-RI, (i) each share of capital stock of 21st Century EMI-RI issued and outstanding shall be cancelled and treated as null and void for all corporate purposes.

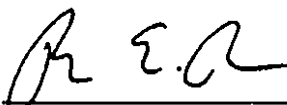
6. Further Assurance. If at any time 21st Century EMI-RI shall consider or be advised that any acknowledgments or further assurances or assignments in law or other similar actions are necessary or desirable to acknowledge, confirm, vest or perfect in and to the Surviving Corporation any rights, title or interests of 21st Century EMI-RI, or otherwise to carry out the provisions hereof, 21st Century EMI-RI and its respective officers and directors shall and will execute and deliver any and all such acknowledgments, assurances or assignments in law, and do all things necessary or proper to acknowledge, confirm, vest or perfect such rights, title or interests in the Surviving Corporation, and to otherwise carry out the provisions of this Agreement.

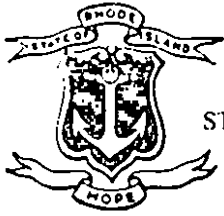
IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to execute this Agreement and Plan of Merger effective as of the date first above written.

NORTHLAND ENVIRONMENTAL INC., a
Delaware Corporation

By: 
Bruce E. Roberson, President

21ST CENTURY ENVIRONMENTAL
MANAGEMENT INC. OF RHODE ISLAND,
a Rhode Island Corporation

By: 
Bruce E. Roberson, President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

December 29, 2006

TO WHOM IT MAY CONCERN:

Re 21ST CENTURY ENVIRONMENTAL MANAGEMENT, INC OF RHODE ISLAND

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,

David M. Sullivan
Tax Administrator

Charles J. Larocque
Principal Revenue Agent
Corporations