### 

92007836



Whereas, articles of merger of

BULKMACIC TRANSPORT COMPANY

INCORPORATED UNDER THE LAWS OF THE STATE OF Illinois 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. George H. Ryan, 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 capy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to

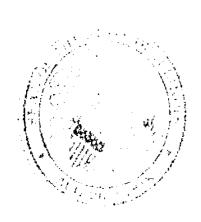
be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 24th

day of December A.D. 19 91 and

of the Independence of the United States

the two hundred and 16th



George H Ryan SECRETARY OF STATE

George H. Ryen Secretary of State Department of Business Services	SPHEORIDATION ON EXCH	SUBMIT IN DUPLICATE
Springheld, IL 62756 Telephone (217) 782-6961		This space for use by
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 of more than 2 corporations, \$50 for each additional corporation.	DECS 4 1991 GEORGE HI PYAN SECRETARY OF STATE	Date 12/24/9/ Filing Fee \$ \$500 Approved: 4
Names of the corporations proportions of Corpora  See Exhibit A attached he	4:315thathgasannanan tion Star	ite of country of their incorporation

2.	The laws of the state or country under which	each comporation is incorporated permit such merger, consolidation or
	exchange.	90.

surviving Bulkmatic Transport Company Name of the corporation:

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

AMELIAN .

merger

Plan of :cecepital enx is as follows: **XXXXIII** 

DEFT-U) R. MOINGS 195.5U-T#1111 (MAN 2956 81/06/92 15:33:00 #6323 † A 92-007836 COOK COUNTY (A) URDER

on to cover this point, add one or more shoots of this also.

See Exhibit B attached hereto.



laws of the state under which it is arganized, and (b) as to each illigois corporation. XXXXXX 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 corporation) By the shareholders, a resolution of the board of directors having been duly adopted and By written consent of the submitted to a vote at a meetshareholders having not less ng of shareholders. Not less than the minimum number of than the minimum number of votes required by statute and By written consent votes required by statute and by the articles of incorporaof ALL (ne shareby the articles of incorporation tion. Shareholders who have cribers entired to voted in favor of the action not consented in writing have vote on the action laken. been given notice in acorin accordance with (4 11 20) dance with § 7 10 (§ 11 220) \$710 & \$1" 20 Name of Corporation See Exhibit C attached hereto (Not applicable if surviving, new or acquiring corporation is an idir ois corporation).

in lillhols, in compliance with the

It is agreed that, upon and after the issuance of a certificate of mergur, 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 proceed no far the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of disseming shareholder of any such corporation organized under the laws of the State of Illinois against the such corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of 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 and under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the aminfrany, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the of Illinois with respect to the rights of dissenting shareholders.

92067836

		Total Number of Shares Outstanding	Number of Shares of Each Class Owned Immediately Prior to
	Name or Corporation	of Each Class	Merger by the Parent Corporation
<del></del>			
<b>b</b> .	The date of mailing a copy of the plan subsidiary corporation was		ent to the shareholders of each mergin
	Was vinten consent for the merger or of all subsidiary corporations receive		the holders of all the outstanding snare:
	(If the answer is "No." the duplicate of until after 3C days inflowing the mail the shareholders of each merging su	opies of the Articles of Merger may no ing of a copy of the plan of merger an ibsidiary corporation.)	it be delivered to the Secretary of Stati d of the notice of the right to dissent to
The	e undersigned corporation has equised th	nese articles to be signed by its duly au	thorized officers, each of whom artisms
ider pe	e undersigned corporation has naused to mailties of perjury, that the facts it ned December 16		
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ted	December 16  December 16  Signature of Secretary or Assistant S	91 BULKHATIC TRAN	SPORT COMPANY  Bres Name of Corporation  FOR MAN OF THE OF Presidents
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der pe	December 16  by Signature of Secretary or Assistant Secretary December 16  L.J. Wiese, Assistant Secretary or Print Name and Title  December 16 .19	BULKMATIC TRANSCORPS, Secretary A.Y. Bingha	SPORT COMPANY  See Reme of Conformation  Low Manne of Conformation  Low Manne of Conformation  The President  Type or Print Name and Title;  LED RESOURCES, INC.
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ted	December 16  by Signature of Secretary or Assistant Secretary or Print Name and Fille  L.J. Wiese, Assistant Secretary or Assistant Secre	BULKMATIC TRANSCRIPTION (September)  Secretary)  Secretary  A.Y. Bingha  (1)  (2)  (3)  (4)  (5)  (5)  (7)  (7)  (7)  (7)  (7)  (7	SPORT COMPANY  Bass Person of Corporation  use of President or vice President  ign, Jr., President  LED RESOURCES, INC.  Incor Part Name of Corporation  of President or vice President  m. Jr., President  mor Print Notice and Files
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Caled December 16 19 91	BULLDOG DRILLING, INC.
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Signature of Secretary of Assessm Secretary)	Separate at Production of Val Providents
L.J. Wiese, Assistant Secretary	A.Y. Bingham, Jr., President
(Type or Print Name and Title)	(Type or Print Name and Title)
Dated December 16 19 91	C. S. TRANSPORT, INC.
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L.J. Wiese, Pressant Secretary	A.Y. Bingham, Jr., President
(Type of Pier Name and Title)	(Type or Print Martie and Title)
Dated December 16 91	MANAGENATIC, INC.
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Signature of Secretary or Assistant Secretary)	(Signature of Meadant or Vice President)
L.J. Wiese, Assistant Secretary	A.Y. Singham, Jr., President
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Dated December 16 16 91	AU REAL ESTATE, INC.
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Signature of Socretary or Associate Socretary)	(Sa) Lore of Procedure or vide Procedure
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Signature of Socretary or Assessor Socretary	Sergino pi Processi ai vice Processi
L.J. Wiese, Assistant Secretary	A.Y. Bingham, Jr., President
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Dated December 16 19 91	MICKLESON MAINTENANCE, INC.
arrested by PMV 12-19	by Al-Kaslown V
Signature of Secretally or Assistant Secretary)	(Signapure at President of Vice President)
L.J. Wiese, Assistant Secretary	A.Y. Bingham, Jr., President
"rpe or Print Name and Title)	(Type or Print Name and Title)
Cated December 16 19 91	NORTH AMERICAN TANK CLEANING, INC.
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So sture of Secretary or Assistant Secretary)	(Signaple of Proceed or Vice Procedon)
L.J. W.m.e, Assistant Secretary	A.Y. Bingham, Jr., President
Type of Print Name and Title)	(Type or Print Name and Title)
Dated December 16 .19 91	NORTH AMERICAN TANK CLEANING (COLUMBUS, GA), INC.
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Signature of Segretary or Assultant Secretary)	(Signature to Processes or Vice Mesident
L.J. Wiese, Assistant Secretary	A.Y. Bingham, Jr., President
(Type or Print Name and Title)	(Type or Print Name and Title)
Dated December 16 19 91	NORTH AMERICAN TANK CLEANING (TOLEDO, OH), INC.
arrested by	by Suelate St
Signature of Secretary or Assistant Secretary)	(Signature of President or Vide President)
L.J. Wiese, Assistant Secretary	A.Y. Bingham, Jr., President
Type or Print Name and Title)	Type or Print Name and Title)
Dated December 16	TRI-CITY TANK WASH INC.
LM1/4.00	A Thomas a completion
Signature of Secretary or Assistant Secretary)	(Signality of President or \$1.50 President)
L.J. Wiese, Assistant Secretary	7
Type or Print Name and Title)	A.Y. Bingham, Jr., President (Pype or Pmm Name and Title)
Dated December 16 19 91	PRECISION BULK TRANSPORT, INC.
Inested by FAVIVA 2	DV
Signature of Secretary or Assistant Secretary)	(Signatury of Philesens or Vice Presiden
L.J. Wiese, Assistant Secretary	A.Y. Bingham, Jr., President
15 (Type or Print Name and Title)	(Type or Print Name and Title)

### **UNOFFICIAL C**

Dated \_\_\_December 16 ARBSIEG DY \_ Signature of Secretary or Assistant Secretary: 1.1. Alese. Assistant Secretary A.Y. Bingham, Jr., President Type or Print Name and Title) I Type or Print Name and Title! Dated December 16 UNLOADING UNLIMITED, INC. attested by . Signature of Societary of Assistant Societary) A.Y. Bingham, Jr., President L.J. Wiese, Assistant Secretary Fives or Print Name and Title) (Type or Print Name and Title) December 16 OMNIMATIC. INC Dated . attested by \_ Signature of Secret L.J. Wiese, Assistant Socratery Bingham, Jr., President County Clark's Offic i Type or Print Name and Tillia (Type or Print Name and Title)

😘rank G. Reeder, Esq. Vedder, Price, Kaufman & Kammholz 222 N. LaSalle Street, Suite 2600 Chicago, IL 60601

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#### **EXHIBIT A**

#### NAME OF CORPORATION

#### STATE OF INCORPORATION

Bulkmatic Transport Company Illinois

American Recycled Resources, Inc. Illinois

Bay Bulk Transport, Inc. Illinois

Bulldog Drilling Inc. Illinois

Tox Coop Co C. S. Transport, Inc. North Carolina

Managematic, Inc. Illinois

BJ Real Estate, Inc. Illinois

JB, Inc. Illinois

Mickleson Maintenance, Inc. Illinois

North American Tank Cleaning, Inc. Illinois

North American Tank Cleaning (Columbus, GA), Ira Illinois

North American Tank Cleaning (Toledo, OH), Inc. Illinois

Tri-City Tank Wash, Inc. Delaware

Illerois Precision Bulk Transport, Inc.

Illinois 🔾 U. S. Bulk, Inc.

Illinois Unloading Unlimited, Inc.

Omnimatic, Inc. Delaware

EXHIBIT B

#### PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER ("Agreement of Merger") made as of the day of December, 1991, by and between Bulkmatic Transport Company, an Illinois corporation ("Bulkmatic"), American Recycled Resources, Inc., an Illinois corporation ("ARRI"), Bay Falk Transport, Inc., an Illinois corporation ("Bay Bulk"), Bulldog Drilling, Inc., an Illinois corporation ("Bulldog"), C. S. Transport, Inc., a North Carolina corporation ("CST"), Managematic, Inc. an Illinois corporation ("Managematic"), BJ Real Estate, Inc., an Illinois corporation ("BJ"), JB, Irc., an Illinois corporation ("JB"), Mickleson Maintenance, Inc., an Illinois corporation ("Mickleson"). North American Tank Cleaning, Inc., an Illinois corporation ("NATC"), North American Fank Cleaning (Columbus, GA), Inc., an Illinois corporation ("NATC-Columbus"), North American Tank Cleaning (Toledo, OH), Inc., an Illinois corporation ("NATC-Toledo"), Tri-City Tank Wash, Inc., a Delaware corporation ("Tri-City"), Precision Bulk Transport, Inc., an Illinois corporation ("Precision"), U. S. Bulk, Inc., an Illinois corporation ("U. S. Bulk"), Unloading Unlimited, Inc., an Illinois corporation ("UUI"), and Omnimatic, Inc., a Delaware corporation ("Omnimatic") (ARRI, Bay Bulk, Buildog, CST, Managematic, BJ, JB, Mickleson, NATC, NATC-Columbus, NATC-Toledo, Tri-City, Precision, U. S. Bulk, UUI, and Omnimatic shall sometimes hereinarter be referred to collectively as the "Terminating Corporations");

#### WITNESSETH:

WHEREAS, Bulkmatic has authorized capital stock of 500,000 shares of common stock, without par value, of which 100,001 shares are currently issued and outstanding; and

WHEREAS, ARRI has authorized capital stock of 100,000 shares of common stock, par value \$1.00 per share, of which 2,000 shares are currently issued and outstanding; and

WHEREAS. Bay Bulk has authorized capital stock of 7,500 shares of common stock, par value \$1.00 per share, of which 1,000 shares are currently issued and outstanding; and WHEREAS. Bulldog has authorized capital stock of 100.000 shares of common stock,

without par value, of which 1,000 shares are currently issued and outstanding; and

WHEREAS, CST has authorized capital stock of 1,000 shares of common stock, without par value, of which 1,000 shares are currently issued and outstanding; and

WHEPEAS, Managematic has authorized capital stock of 100,000 shares of common stock, without per value, of which 1,000 shares are currently issued and outstanding; and

WHEREAS, Ed has authorized capital stock of 1,000 shares of common stock, without par value, of which 1,000 shares are currently issued and outstanding; and

WHEREAS, JB has authorized capital stock of 1,000 shares of common stock, without par value, of which 1,000 shares are currently issued and outstanding; and

WHEREAS, Mickleson has authorized capital stock of 100,000 shares of common stock, without par value, of which 1,000 shares are currently issued and outstanding; and

WHEREAS, NATC has authorized capital stock of 100,000 shares of common stock, without par value, of which 1,000 shares are currently issued and outstanding; and

WHEREAS, NATC-Columbus has authorized capital stock of 100,000 shares of common stock, without par value, of which 1,000 shares are currently issued and outstanding; and

WHEREAS, NATC-Toledo has authorized capital stock of 1,000 shares of common stock, without par value, of which 1,000 shares are currently issued and outstanding; and

WHEREAS, Tri-City has authorized capital stock of 1,000 shares of common stock, without par value, of which 1,000 shares are currently issued and outstanding; and

WHEREAS, Precision has authorized capital stock of 100,000 shares of common stock, without par value, of which 1,000 shares are currently issued and outstanding; and

WHEREAS, U. S. Bulk has authorized capital stock of 100,000 shares of common stock, without par value, of which 1,000 shares are currently issued and outstanding; and

WHEREAS. UUI has authorized capital stock of 100,000 shares of common stock, without par value, of which 1,000 shares are currently issued and outstanding; and

WHEREAS. Omnimatic has authorized capital stock of 3,000 shares of common stock, without par value, of which 1,000 shares are currently issued and outstanding; and

WHEREAS, all of the issued and outstanding shares of each of ARRI, Bay Bulk, Bulldog, CST, Managematic, Mickleson, NATC, Precision, U. S. Bulk and UUI are owned by Omnimatic, which owns all of the issued and outstanding shares of Bulkmatic; and

WHEREAS, all of the issues and outstanding shares of each of BJ and JB are owned by Managematic; and

WHEREAS, all of one issues and outstanding shares of each of NATC-Columbus, NATC-Toledo and Tri-City are owned by NATC; and

WHEREAS, the respective boards of Directors of the Terminating Corporations and Bulkmatic (sometimes referred to collectively as the "Constituent Corporations") have determined that it is advisable and in the best interests of said corporations and their respective shareholders that each of the Terminating Corporations be merged with and into Bulkmatic pursuant to this Agreement of Merger; and

WHEREAS, this Agreement of Merger has been duly approved by the respective Boards of Directors and shareholders of all of the Constituent Corporations in accordance with the provisions of the Business Corporation Act of 1983 of the State of Illinois the Delaware General Corporation Law and the North Carolina Business Corporation Act;

NOW THEREFORE, in consideration of the foregoing premises and the mutual covenants, agreements and promises hereinafter set forth, the parties hereby prescribe the terms and conditions of such merger and the mode of carrying the same into effect, as follows:

1. Merger. At the Effective Time (as hereinafter defined) of the merger, each of the Terminating Corporations shall be merged with and into Bulkmatic (the "Merger"), which

shall then be the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation").

- 2. <u>Effective Time of Merger</u>. This Agreement of Merger shall be effective as of the close of business on December 31, 1991 (the "Effective Time"), in accordance with the laws of the States of Illinois, Delaware and North Carolina.
  - 3. <u>Effect of Merger</u>. From and after the Effective Time:
- (2) The Constituent Corporations shall be a single corporation which shall be Bulkmatic, as the Surviving Corporation, and the separate existence of each of the Terminating Corporations shall cause except to the extent provided by the laws of the States of Illinois, Delaware and North Carotina:
- by reason of this Agreement of Merrier, and said Articles of Incorporation as filed with the Secretary of State of Illinois on August 15, 1961, as amended to date, shall constitute the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until the same shall be properly amended, altered or repealed in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois and by the By-laws of the surviving Corporations;
- (c) The By-laws of Bulkmatic in force and effect at the Effective Time shall constitute the By-laws of the Surviving Corporation and shall continue in full force and effect until the same shall be properly amended, altered or repealed in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois and by the By-laws of the Surviving Corporation;
- (d) The directors and officers of Bulkmatic in office at the Effective Time shall continue to be and constitute the directors and officers of the Surviving Corporation, and shall continue to hold their respective directorships and offices until the election and qualification of

their respective successors or until their tenure is otherwise terminated in accordance with the By-laws of the Surviving Corporation in effect from time to time;

- (e) The Surviving Corporation shall possess all the rights, privileges, powers and franchises, and shall be subject to all the restrictions, disabilities, obligations and duties of each of the Terminating Corporations, except as otherwise herein provided and except as otherwise provided by law;
- (f) The Surviving Corporation shall be vested with all property, real, personal, or mixed, and all proofs due to any of the Terminating Corporations on whatever account as well as all other things in action or belonging to each of the Terminating Corporations; and
- Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of each of the Terminating Corporations, but all rights of creditors and all liens upon any property of any of the Terminating Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Time; and all debts, liabilities, obligations and duties of each of the Terminating Corporations shall thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.
- 4. Shares of Constituent Corporations. At the Effective Time, each of the following events shall be deemed to occur simultaneously:
- (a) All of the common shares of each of ARRI, Bay Bulk, Bulldog, CST, Managematic, BJ, JB, Mickleson, NATC, NATC-Columbus, NATC-Toledo, Tri-City, Precision, U. S. Bulk and UUI, then issued and outstanding shall, without any action on the part of any shareholder of any of the Constituent Corporations, or any of the Constituent Corporations, become one (single) common share of the Surviving Corporation.

- (b) Each common share of Bulkmatic then issued and outstanding shall, without any action on the part of Omnimatic or Bulkmatic, be reacquired and retired by Bulkmatic.
- (c) Each common share of Omnimatic then issued and outstanding shall, without any action on the part of the holders thereof or Omnimatic, become one common share of the Surviving Corporation.
- 5 Expenses Bulkmatic, as the Surviving Corporation, shall pay all expenses of carrying this Agreement into effect and accomplishing the mergers herein described.
- Corporation shall determine or be advised that any further assignment or assurance in law is necessary or desireable to vest in the Surviving Corporation, or perfect its title to, any property or rights of any of the Terminating Corporations, the proper officers and directors of each of the Terminating Corporations shall execute, make and deliver, without further consideration, all such proper assignments and assurances in law and do all other things necessary or desirable to vest or perfect title to such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger, and the proper officers and directors of the Surviving Corporation are fully authorized in the name of an on behalf of the respective Terminating Corporations, or otherwise, to take any and all such action.
- Service of Process on Surviving Corporation in Delavare. Bulkmatic, as the Surviving Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Tri-City or Originatic, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the Tri-City or Omnimatic as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby

specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Mr. Frank G. Reeder Vedder, Price, Kaufman & Kammholz 222 North LaSalle Street, Suite 2600 Chicago, Illinois 60601-1003

8. Service of Process on Surviving Corporation in North Carolina. Bulkmatic, as the Surviving Corporation, agrees that it may be served with process in North Carolina in any proceeding for enforcement of any obligation of CST, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of CST as and when determined in appraisal proceedings pursuant to Article 13 of the North Carolina Business Corporation Act; does hereby inexembly appoint the Secretary of State of the State of North Carolina as its agent to accept service ci process in any such suit or other proceedings; and does hereby specify the following address without the State of North Carolina to which a copy of such process shall be mailed by the Secretary ci State of the State of North Carolina:

Mr. Frank G. Reeder Vedder, Price, Kaufman & Kammholz 222 North LaSalle Street, Suite 2600 Chicago, Illinois 60601-1003

9. <u>Counterparts</u>. This Agreement of Merger may be executed in several counterparts, each of which shall be deemed an original but all of which shall constitute a single agreement.

9277836

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be duly executed by their respective presidents as of the date first above written.

BULKMATIC TRANSPORT COMPANY	C. S. TRANSPORT, INC
By: A.Y. Bingham, Jy	By: A.Y. Bingbam, Vr.
President	President
By: Wiese	By: L.J. Wiese
Assistant Secretary	Assistant Secretary
AMERICAPLREATICLED RESOURCES, INC.	MANAGEMATIC INC
By: It I - Sir flown Vr	Bu A L-Bushous No
A.Y. Binghigor, Jr. President	A. Y. Birgham, Jr. President
By: FIN LE	By: AVVICO
L.J. Wiese Assistant Secretary	L.J. Wiese // Assistant Secretary
	. – 1
BAY BULK TRANSPORT INC.	BI REAL ESTATO INC.
By: A.Y. Bingham, M.	A.Y. Binglam Sr.
President	President
By: FW use	By: The sale
Assistant Secretary	L.7 Kiese Assistusi Secretary
BULLDOG DEFLENCENCE	IB, INC.
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A.Y. Bingiam, Jr.	By: A.Y. Simphana, Jr.
President Poor of the sec	President
L.J. Wiese	By: L.J. Wiese Assistant Secretary
Assistant Secretary	Assistant Secretary

By  L J Wiese Assistant Secretary	By:  L.J. Wiese  Assistant Secretary
NORTH AMERICAN TANK CLEANING, INC.  By:  A. Y. Bingham Jr.  President  L.J. Wiese  Assistant Secretary	By:  A.Y. Bingbam or.  President  By:  L.J. Wiese  Assistant Secretary
NORTH AMERICAN TANK CLEANING (COLUMBUS, GAY, INC.)  By:  A.Y. Bingham, Jr.  President  By:  L.J. Wiese  Assistant Secretary	By:  A.Y. Binghari, Jr.  President  By:  L.J. Wiese  Assistant Secretary
NORTH AMERICAN TANK CLEANING (TOLEDO, OH), INC.  By:  A.Y. Brightan, Jr.  President  By:  L.J. Wiese  Assistant Secretary	OMNIMATIC, INC.  By:  A.Y. Binghay, Ir.  President  By:  L.J. Wiese  Assistant Secretary
By:  L.J. Wiese  Assistant Secretary	

#### EXHIBIT C

The Plan and Agreement of Merger was approved, as to each of the following Illinois corporations, by written consent of all the shareholders entitled to vote on the action in accordance with §7.10 and §11.20 of the Business Corporation Act of 1983, as amended:

Bulkmatic Transport Company

American Recycled Resources, Inc.

Bay Bulk Transport, Inc.

Bulldog Drilling, Inc.

Managematic, Inc.

BJ Real Listate, Inc.

JB, Inc.

Mickleson Maintenance, Inc.

North American Tank Cleaning, Inc.

North American Tank Cleaning (Columbus, GA), Inc.

North American Tank Cleaning (Inledo, OH), Inc. Jant's Office

Precision Bulk Transport, Inc.

U. S. Bulk, Inc.

Unloading Unlimited, Inc.