

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
REPUBLIC SERVICES, INC.**

The name of the Corporation (which is hereinafter referred to as the "Corporation") is "Republic Services, Inc."

The original certificate of incorporation was filed with the Secretary of State of the State of Delaware on December 20, 1996, under the name "Republic Waste Companies Holding Co."

This Amended and Restated Certificate of Incorporation (the "Certificate") has been duly proposed by resolutions adopted and declared advisable by the Board of Directors of the Corporation, duly adopted by the sole stockholder of the Corporation and duly executed and acknowledged by the officers of the Corporation in accordance with Sections 103, 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL").

The text of the Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

**ARTICLE I  
NAME**

The name of the corporation (which is hereinafter referred to as the "Corporation") is: "Republic Services, Inc."

**ARTICLE II  
REGISTERED AGENT**

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**ARTICLE III  
PURPOSE**

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the DGCL.

**ARTICLE IV  
CAPITAL STOCK**

**Section 1. General.**

MIA-254272-S

S /// STATE OF DELAWARE /// V  
T /// SECRETARY OF STATE /// O  
A DIVISION OF CORPORATIONS /// I  
M FILED 08/00/AM/07/01/1998/ D  
P /// 981255701 // 2697879 ///  
BY Pauline L. Fry

(a) The total number of shares of stock which the Corporation shall have authority to issue will be 800,000,000, consisting of 750,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock"), and 50,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock"). The Common Stock of the Corporation shall be divided into two series, consisting of Class A Common Stock and Class B Common Stock, which shall be designated by the Board as Class A Common Stock or Class B Common Stock at the time of issuance in accordance with Section 2(b) hereof. The Preferred Stock may be issued in one or more series having such designations as may be fixed by the Board of Directors (the "Board").

(b) Immediately upon the effectiveness of this Certificate, each share of unclassified common stock of the Corporation, par value \$.01 per share, that is issued and outstanding immediately prior to such effectiveness, shall automatically be changed into and reclassified as 95,688,083 shares of Class B Common Stock.

## **Section 2. Common Stock.**

(a) Issuance and Consideration. Any unissued or treasury shares of the Common Stock may be issued for such consideration as may be fixed in accordance with applicable law from time to time by the Board of Directors.

(b) Designation. Of the 750,000,000 authorized shares of Common Stock of the Corporation, 250,000,000 shares are initially designated as shares of Class A Common Stock, 125,000,000 shares are initially designated as shares of Class B Common Stock and 375,000,000 shares are not yet designated. The number of shares designated as Class A Common Stock or Class B Common Stock may be increased or decreased from time to time by a resolution or resolutions adopted by the Board or any duly authorized committee thereof and in accordance with provisions herein below without the consent of the holders of any outstanding shares of Common Stock or Preferred Stock. Except as otherwise set forth below in this Article IV, the powers, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions of the Class A Common Stock and Class B Common Stock shall be identical in all respects. Every reference in this Certificate to a majority or other proportion of shares of Common Stock, or any series thereof with respect to approval or voting, shall refer to such majority or other proportion of the votes to which such shares of Common Stock, or such series thereof as the case may be, are entitled.

(c) Conversion Prior to the Distribution. Prior to the Distribution (as defined below), shares of Class B Common Stock shall be convertible into shares of Class A Common Stock as follows:

(1) Optional Conversion. The Initial Holder (as defined below) of shares of Class B Common Stock shall be entitled, at any time or from time to time, to convert all or any portion of its shares of Class B Common Stock into shares of Class

A Common Stock on a one-for-one basis. In this Certificate, the term "Initial Holder" means Republic Industries, Inc., a Delaware corporation.

(2) Automatic Conversion.

- (i) Any shares of Class B Common Stock transferred by the Initial Holder or any of its subsidiaries to any person, other than the Initial Holder or any of its subsidiaries, shall automatically convert into shares of Class A Common Stock on a one-for-one basis, except for the distribution of Class B Common Stock to record or beneficial holders of Common Stock of the Initial Holder as part of the Distribution. In this Certificate, the term "Distribution" means the distribution of shares of Common Stock held by the Initial Holder distributed as a dividend to such stockholders of the Initial Holder on a tax-free basis under Section 355 of the Internal Revenue Code of 1986, as amended (the "Code"), pursuant to a private letter ruling from the Internal Revenue Service satisfactory to the Initial Holder (the "Letter Ruling").
- (ii) All shares of Class B Common Stock then issued or outstanding shall also automatically convert into shares of Class A Common Stock on a one-for-one basis if the number of outstanding shares of Class B Common Stock falls below 20% of the aggregate number of outstanding shares of Common Stock.

(d) Conversion Following the Distribution. Following the Distribution, shares of Class B Common Stock shall be convertible into shares of Class A Common Stock and shares of Class A Common Stock shall be convertible into shares of Class B Common Stock as follows:

(1) Optional Conversion. Following the Distribution, (i) shares of Class A Common Stock will be convertible, at the option of the holder thereof on a one-for-one basis into shares of Class B Common Stock on the date on which any person or group of persons other than the Initial Holder or any of its subsidiaries (the "Offeror") makes an offer, which the Board deems to be a bona fide offer, to the holders of Class B Common Stock to purchase 20% or more of the issued and outstanding shares of such Class B Common Stock for cash or securities or other property without making a similar offer for shares of the Class A Common Stock, unless prior to the date of the Distribution (the "Distribution Date"), the Initial Holder delivers to the Corporation an opinion of counsel reasonably satisfactory to the Corporation to the effect that such conversion right would adversely affect the Initial Holder's ability

to obtain the Letter Ruling and (ii) shares of Class B Common Stock will be convertible, at the option of the holder thereof on a one-for-one basis into shares of Class A Common Stock on the date on which any person or group of persons other than the Initial Holder or any of its subsidiaries makes an offer, which the Board deems to be a bona fide offer, to purchase 20% or more of the issued and outstanding shares of such Class A Common Stock for cash or securities or other property without making a similar offer for shares of the Class B Common Stock, unless prior to the Distribution Date, the Initial Holder delivers to the Corporation an opinion of counsel reasonably satisfactory to the Corporation to the effect that such conversion right would adversely affect the Initial Holder's ability to obtain the Letter Ruling. The Corporation will provide notice in writing to all holders of Common Stock of any offer referred to in the foregoing clauses (i) and (ii). Such notice shall be provided by mailing notice of such offer, first class postage prepaid, to each holder of the class of Common Stock then entitled to be converted, at such holder's address as it appears on the transfer books of the Corporation. Except as otherwise provided in this Certificate, the shares of Common Stock of one series in the same class may only be so converted to the other series in the same class during the period in which such bona fide offer is in effect. Any shares of Common Stock so converted and not acquired by the Offeror prior to the termination, rescission or completion of the offer will automatically reconvert to shares of the Class in the same series from which it was converted upon such termination, rescission or completion.

(2) Automatic Conversion.

- (i) Subject to the provisions hereof shares of Class B Common Stock shall automatically convert into shares of Class A Common Stock on a one-for-one basis on the fifth anniversary of the Distribution Date, unless prior to the Distribution Date, the Initial Holder delivers to the Corporation an opinion of counsel reasonably satisfactory to the Corporation to the effect that such automatic conversion would adversely affect the Initial Holder's ability to obtain the Letter Ruling. If such opinion is received, approval of such conversion shall be submitted to a vote of the holders of the Common Stock as soon as practicable after the fifth anniversary of the Distribution Date, unless the Initial Holder delivers to the Corporation an opinion of counsel reasonably satisfactory to the Corporation prior to such fifth anniversary that such vote would adversely affect the tax-free status of the Distribution. Approval of such conversion shall require the affirmative vote of the holders of a majority of the shares of both the Class A Common Stock and Class B Common Stock present in person

or by proxy, voting together as a single class, with each share entitled to one vote for such purpose.

- (ii) In addition, following the Distribution, if any person or entity or persons or entities acting together as a group acquires 20% or more of the outstanding shares of Class B Common Stock, all shares of Class B Common Stock held by such person, entity or group shall automatically be converted into shares of Class A Common Stock on a one-for-one basis, unless prior to the Distribution Date, the Initial Holder delivers to the Corporation an opinion of counsel reasonably satisfactory to the Corporation to the effect that such automatic conversion would adversely affect the Initial Holder's ability to obtain the Letter Ruling.

(e) Conversion Procedures.

(1) Reservation of Shares. The Corporation shall at all times reserve and keep available, free from preemptive rights, out of the aggregate of its authorized but unissued shares of Common Stock for the purpose of effecting any conversion of the Common Stock pursuant to Sections 2(c) and 2(d), such number of shares of Common Stock deliverable upon any such conversion.

(2) Notice. The Corporation shall provide notice of any automatic conversion of shares of Common Stock to holders of record thereof not less than 30 nor more than 60 days prior to the date fixed for such conversion; provided, however, that if the timing or nature of the effectiveness of an automatic conversion makes it impracticable to provide at least 30 days' notice, the Corporation shall provide such notice as soon as practicable. Such notice shall be provided by mailing notice of such conversion first class postage prepaid, to each holder of record of the Common Stock, at such holder's address as it appears on the transfer books of the Corporation; provided, however, that no failure to give such notice nor any defect therein shall affect the validity of the automatic conversion of any such shares of Common Stock. Each such notice shall state, as appropriate, the following:

- (i) the automatic conversion date;
- (ii) the number and series of outstanding shares of Common Stock that are to be converted automatically;
- (iii) the place or places where certificates representing such shares are to be surrendered for conversion; and

- (iv) that upon conversion, no dividends will be declared on the shares of Common Stock so converted following such conversion date.

(3) Rights Upon Conversion. Immediately upon conversion, the rights of the holders of shares of Class A Common Stock or Class B Common Stock, as the case may be, shall cease and such holders shall be treated for all purposes as having become the record owners of such shares of the series in the same class of Common Stock issuable upon such conversion; provided, however, that such persons shall be entitled to receive when paid any dividends declared on the Class A Common Stock or Class B Common Stock, as the case may be, as of a record date preceding the time of such conversion and unpaid as of the time of such conversion.

(4) Surrender of Certificates for Conversion. Any conversion pursuant to Sections 2(c) and 2(d) hereof may be effected at the office of the Corporation or any transfer agent for the Common Stock and at such other place or places, if any, as the Board may designate. Upon conversion pursuant to Sections 2(c) and 2(d) hereof, the Corporation shall make no payment or adjustment on account of dividends accrued or in arrears on Common Stock surrendered for conversion or on account of any dividends on Common Stock issuable on such conversion. Before any holder of Common Stock shall be entitled to convert the same into any other series of the same class of stock pursuant to Sections 2(c) and 2(d) hereof, such holder shall surrender the certificate or certificates for such Common Stock at the office of said transfer agent (or other place as provided above). Such certificate(s), if the Corporation shall so request, shall be duly endorsed to the Corporation or in blank or accompanied by proper instruments of transfer to the Corporation or in blank (such endorsements or instruments of transfer to be in form satisfactory to the Corporation).

In addition, if any holder elects to convert shares of Common Stock pursuant to Section 2(c)(1) or 2(d)(1) hereof, the certificates surrendered by such holder shall also be accompanied by a written notice to the Corporation at said office stating that such holder elects to convert all or a specified number of the shares of the Common Stock represented by such certificate(s) in accordance with such Section and stating the name(s) in which such holder desires the certificate(s) representing the stock to be issued. In the case of an election to convert pursuant to Section 2(d)(1), such written notice shall also state the name(s) of the Offeror making the offer entitling such holder to convert such Common Stock.

(5) Delivery of Converted Stock Certificates. As promptly as practicable after the time of conversion, upon the delivery to the Corporation of certificates formerly representing shares of Class A Common Stock or Class B Common Stock, as the case may be, the Corporation shall deliver or cause to be delivered, to or upon the written order of the record holder of such surrendered certificates, a certificate or

certificates representing the number of fully paid and nonassessable shares of the series in the same class into which such shares were converted in accordance with the provisions of Sections 2(c) and 2(d) hereof.

(6) Reconversion Legend. Any certificate of Common Stock issued in connection with a conversion pursuant to Section 2(d)(1) hereof shall bear a legend substantially to the effect that any share of Common Stock so converted but not acquired by the Offeror prior to the termination, rescission or completion of the offer will automatically reconvert to a share of the series in the same class from which it was so converted upon such termination, rescission or completion.

(7) Taxes on Conversion. The Corporation will pay any and all documentary, stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of one Class in the same series of Common Stock on the conversion of shares of the other Class in the same series of Common Stock pursuant to Sections 2(d)(1) and 2(d)(2); provided, however, that the Corporation shall not be required to pay any tax which may be payable in respect of any registration of transfer involved in the issue or delivery of shares of one Class in the same series of Common Stock in a name other than that of the registered holder of the other Class in the same series of Common Stock converted, and no such issue or delivery shall be made unless and until the person requesting such issue has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

(f) Voting. Holders of Class A Common Stock shall be entitled to one vote per share while holders of Class B Common Stock shall be entitled to five votes per share on all matters submitted to a vote of the stockholders, including the election of directors; provided, however, that with respect to any proposed conversion of the shares of Class B Common Stock into shares of Class A Common Stock that is submitted to a vote of the holders of the Common Stock pursuant to Section 2(d)(2)(i), every holder of a share of Common Stock, irrespective of class, shall have one vote in person or by proxy for each share of Common Stock standing in his or her name on the transfer books of the Corporation. Except as otherwise required by law or this Article IV, Section 2(f) or provided in any resolution adopted by the Board with respect to any series of Preferred Stock, the holders of Common Stock will possess all voting power and the holders of Class A Common Stock and Class B Common Stock shall vote together as a single class. Except as otherwise provided by law, and subject to any voting rights granted holders of any series of Preferred Stock, amendments to the Certificate must be approved by a majority of the votes entitled to be cast by all outstanding shares of Class A Common Stock and Class B Common Stock, voting together as a single class, provided, however, amendments to the Certificate that would alter or change the powers, preferences or special rights of the Class A Common Stock or Class B Common Stock so as to affect them adversely must also be approved by a majority of the outstanding

shares of the series in the same class that is adversely affected by such amendment, voting as a separate class.

(g) **Dividends.** Subject to any preferential rights of any outstanding series of Preferred Stock created by the Board from time to time, the holders of shares of Class A Common Stock and Class B Common Stock shall be entitled to such cash dividends as may be declared from time to time by the Board from funds available therefor, which dividends are not required to be declared on both such Classes, provided that holders of shares of Class A Common Stock shall be entitled to receive an equal pro rata share of any amounts received by holders of shares of Class B Common Stock. In addition, in connection with any stock dividend that may be declared by the Board from time to time, holders of Class A Common Stock shall be entitled to receive such dividend only in shares of Class A Common Stock while holders of Class B Common Stock shall be entitled to receive such dividend either in shares of Class A Common Stock or in shares of Class B Common Stock as may be determined by the Board. Neither the shares of Class A Common Stock nor the shares of Class B Common Stock may be reclassified, subdivided or combined unless such reclassification, subdivision or combination occurs simultaneously and in the same proportion for each class.

(h) **Liquidation.** Subject to any preferential rights of any outstanding series of Preferred Stock created from time to time by the Board, upon liquidation, dissolution or winding up of the Corporation, the holders of shares of Class A Common Stock and Class B Common Stock shall be entitled to receive pro rata all assets of the Corporation available for distribution to such holders.

(i) **Other Rights.** In the event of any merger or consolidation of the Corporation with or into another company in connection with which shares of Common Stock are converted into or exchangeable for shares of stock, other securities or property (including cash), all holders of Common Stock, regardless of series, will be entitled to receive the same kind and amount of shares of stock and other securities and property (including cash).

**Section 3. Preferred Stock.** The Preferred Stock may be issued from time to time in one or more series. The Board is hereby authorized to provide for the issuance of shares of Preferred Stock in one or more series and, by filing a certificate of designations pursuant to the DGCL (hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, privileges, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof. The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

(a) the designation of the series, which may be by distinguishing number, letter or title;



(b) the number of shares of the series, which number the Board may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding);

(c) whether dividends, if any, shall be cumulative or noncumulative, and, in the case of shares of any series having cumulative dividend rights, the date or dates or method of determining the date or dates from which dividends on the shares of such series shall be cumulative;

(d) the rate of any dividends (or method of determining such dividends) payable to the holders of the shares of such series, any conditions upon which such dividends shall be paid and the date or dates or the method for determining the date or dates upon which such dividends shall be payable;

(e) the price or prices (or method of determining such price or prices) at which, the form of payment of such price or prices (which may be cash, property or rights, including securities of the same or another corporation or other entity) for which, the period or periods within which and the terms and conditions upon which the shares of such series may be redeemed, in whole or in part, at the option of the Corporation or at the option of the holder or holders thereof or upon the happening of a specified event or events, if any;

(f) the obligation, if any, of the Corporation to purchase or redeem shares of such series pursuant to a sinking fund or otherwise and the price or prices at which, the form of payment of such price or prices (which may be cash, property or rights, including securities of the same or another corporation or other entity) for which, the period or periods within which and the terms and conditions upon which the shares of such series shall be redeemed or purchased, in whole or in part, pursuant to such obligation;

(g) the amount payable out of the assets of the Corporation to the holders of and preferences, if any, shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(h) provisions, if any, for the conversion or exchange of the shares of such series, at any time or times at the option of the holder or holders thereof or at the option of the Corporation or upon the happening of a specified event or events, into shares of any other class or classes or any other series of the same or any other class or classes of stock, or any other security, of the Corporation, or any other corporation or other entity, and the price or prices or rate or rates of conversion or exchange and any adjustments applicable thereto, and all other terms and conditions upon which such conversion or exchange may be made;

(i) restrictions on the issuance of shares of the same series or of any other class or series, if any; and

- (j) the voting rights and powers, if any, of the holders of shares of the series.

## ARTICLE V BOARD OF DIRECTORS

The Board of Directors shall consist of one or more members. The number of directors shall be fixed by, or in the manner provided in, the Bylaws. At the first annual meeting of stockholders and at each annual meeting of stockholders thereafter, the respective terms of all of the directors then serving in office shall expire at the meeting, and successors to the directors shall be elected to hold office until the next succeeding annual meeting. Election of directors need not be by written ballot. Existing directors may be nominated for election each year for a successive term, in the manner provided in the Bylaws. Each director shall hold office for the term for which such director is elected and qualified or until the successor of such director shall have been elected and qualified or until his earlier resignation, disqualification, removal from office or death. The Board of Directors shall have all powers and authority which may be granted to a board of directors of a corporation under the DGCL, including but not limited to the following:

- (a) to adopt, amend or repeal the Bylaws of the Corporation;
- (b) to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;
- (c) to set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created;
- (d) to designate one or more committees;
- (e) to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money of property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interest of the Corporation, when and as authorized by the shareholders entitled to vote thereon;
- (f) to provide indemnification for directors, officers, employees, and/or agents of the Corporation to the fullest extent permitted by law, subject however, to the rules against limitation on liability of directors as set forth in the DGCL, as amended from time to time; and
- (g) to determine from time to time whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the

Corporation, except as conferred by the DGCL or authorized by the Board of Directors, or by a resolution of the stockholders.

## ARTICLE VI LIMITED LIABILITY; INDEMNIFICATION

**Section 1. Limited Liability of Directors.** A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except, if required by the DGCL, as amended from time to time, for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. Neither the amendment nor repeal of Section 1 of this Article VI shall eliminate or reduce the effect of Section 1 of this Article VI in respect of any matter occurring, or any cause of action, suit or claim that, but for Section 1 of this Article VI would accrue or arise, prior to such amendment or repeal.

### **Section 2. Indemnification and Insurance.**

(a) **Right to Indemnification.** Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation or is or was serving at the written request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense (including attorney's fees), liability and loss reasonably incurred or suffered by such person in connection therewith.

(b) **Payment of Expenses.** The right to indemnification conferred in this Section shall be a contract right and shall include the right to have the Corporation pay the expenses incurred in defending any such proceeding in advance of its final disposition, provided, however, that to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the indemnified person to repay all amounts advanced if it should be ultimately determined that he or she is not entitled to the requested indemnification or advancement of expenses under applicable law; any advance payments shall be paid by the Corporation within 20 calendar

days after the receipt by the Corporation of a statement or statements from the claimant requesting such advance or advances from time to time. The Corporation may grant rights to indemnification, and rights to have the Corporation pay the expenses incurred in defending any proceeding in advance of its final disposition, to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

(c) Non-Exclusivity of Rights. Any right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Certificate, bylaw, agreement, vote of stockholders or disinterested directors or otherwise. No repeal or modification of this Article shall in any way diminish or adversely affect the rights of any director, officer, employee or agent of the Corporation hereunder in respect of any occurrence or matter arising prior to any such repeal or modification.

(d) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

(e) Severability. If any provision or provisions of this Article VI shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (1) the validity, legality and enforceability of the remaining provisions of this Article VI (including, without limitation, each portion of any paragraph of this Article VI containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (2) to the fullest extent possible, the provisions of this Article VI (including, without limitation, each such portion of any paragraph of this Article VI containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

IN WITNESS WHEREOF, said Republic Services, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by James O. Cole, its Senior Vice President this 30<sup>th</sup> day of June, 1998.

By: [Signature]  
Name: JAMES O. COLE  
Title: SR. VP., GEN. COUNSEL & SECRETARY

Attest: [Signature]  
By: [Signature]  
Name: Dorinda D. Ruchny  
Title: Notarial Secretary

**CERTIFICATE OF CORRECTION OF  
RESTATED CERTIFICATE OF INCORPORATION OF  
REPUBLIC SERVICES, INC.**

Republic Services, Inc, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

1. The name of the corporation is Republic Services, Inc.

2. An Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 1, 1998 which contains an inaccurate record of the corporate action taken therein, and said Amended and Restated Certificate of Incorporation requires correction as permitted by subsection (f) of Section 103 of the General Corporation Law of the State of Delaware.

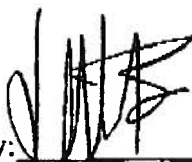
3. The inaccuracy in said Amended and Restated Certificate of Incorporation is as follows:

Paragraph (b) of Section 1 of Article IV of the Amended and Restated Certificate of Incorporation incorrectly sets forth the conversion of unclassified common stock of the corporation.

4. Paragraph (b) of Section 1 of Article IV of the Amended and Restated Certificate of Incorporation is corrected to read as follows:

"Immediately upon the effectiveness of this Certificate, shares of unclassified common stock of the Corporation, par value \$.01 per share, that are issued and outstanding immediately prior to such effectiveness, shall automatically be collectively changed into and reclassified into a total of 95,688,083 shares of Class B Common Stock."

Republic Services, Inc. has caused this Certificate of Correction to be signed by its authorized officer this 26<sup>th</sup> day of April, 1999.

By:   
Name: David A. Barclay  
Title: Senior Vice President  
and General Counsel

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
REPUBLIC SERVICES, INC.**

Republic Services, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting Sections 1 and 2 of Article IV thereof and inserting the following in lieu thereof:

**"SECTION 1. GENERAL.**

The total number of shares of stock which the Corporation shall have authority to issue will be 800,000,000, consisting of 750,000,000 shares of common stock, par value \$.01 per share (the "Common Stock"), and 50,000,000 shares of preferred stock, par value \$.01 per share (the "Preferred Stock"). The Preferred Stock may be issued in one or more series having such designations as may be fixed by the Board of Directors (the "Board").

**SECTION 2. COMMON STOCK.**

(a) **Issuance and Consideration.** Any unissued or treasury shares of the Common Stock may be issued for such consideration as may be fixed in accordance with applicable law from time to time by the Board.

(b) **Voting.** Except as otherwise required by law or this Article IV, Section 2(b) or provided in any resolution adopted by the Board with respect to any series of Preferred Stock, the holders of Common Stock will possess all voting power. Except as otherwise provided by law, and subject to any voting rights granted holders of any Preferred Stock, amendments to the Certificate must be approved by a majority of the votes entitled to be cast by all outstanding shares of Common Stock.

*STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:00 AM 06/15/1999  
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(c) Dividends. Subject to any preferential rights of any outstanding series of Preferred Stock created by the Board from time to time, the holders of shares of Common Stock shall be entitled to such cash dividends as may be declared from time to time by the Board from funds available therefor.

(d) Liquidation. Subject to any preferential rights of any outstanding series of Preferred Stock created from time to time by the Board, upon liquidation, dissolution or winding up of the Corporation, the holders of shares of Common Stock shall be entitled to receive pro rata all assets of the Corporation available for distribution to such holders.

At the effective time of this Certificate, all outstanding shares of Class A Common Stock shall be reclassified as Common Stock."

2. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Republic Services, Inc. has caused this Certificate to be executed this 14 day of June, 1999.

REPUBLIC SERVICES, INC.

By: 

Name: David A. Barclay  
Office: Senior Vice President, General Counsel and  
Assistant Secretary



CERTIFICATE OF DESIGNATIONS

of

SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

of

REPUBLIC SERVICES, INC.

(Pursuant to Section 151 of the  
Delaware General Corporation Law)

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Republic Services, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), hereby certifies that the following resolution was adopted by the Board of Directors of the Corporation as required by Section 151 of the General Corporation Law at a meeting duly called and held on July 24, 2008:

RESOLVED, that pursuant to the authority granted to and vested in the Board of Directors of this Corporation (hereinafter called the "Board of Directors" or the "Board") in accordance with the provisions of the Certificate of Incorporation, the Board of Directors hereby creates a series of Preferred Stock, par value \$0.01 per share, of the Corporation (the "Preferred Stock"), and hereby states the designation and number of shares, and fixes the relative rights, preferences, and limitations thereof as follows:

Series A Junior Participating Preferred Stock:

Section 1. Designation and Amount. The shares of such series shall be designated as "Series A Junior Participating Preferred Stock" (the "Series A Preferred Stock") and the number of shares constituting the Series A Preferred Stock shall be 2,000,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Corporation convertible into Series A Preferred Stock.

Section 2. Dividends and Distributions.

(A) Subject to the rights of the holders of any shares of any series of Preferred Stock (or any similar stock) ranking prior and superior to the Series A Preferred Stock with respect to dividends, the holders of shares of Series A Preferred Stock, in preference to the holders of Common Stock, par value \$0.01 per share (the "Common Stock"), of the Corporation, and of any other junior stock, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quar-

terly dividends payable in cash on the first day of March, June, September and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$1 or (b) subject to the provision for adjustment hereinafter set forth, 100 times the aggregate per share amount of all cash dividends, and 100 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions, other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Preferred Stock. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Corporation shall declare a dividend or distribution on the Series A Preferred Stock as provided in paragraph (A) of this Section immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$1 per share on the Series A Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Preferred

Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series A Preferred Stock shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth, each share of Series A Preferred Stock shall entitle the holder thereof to 100 votes on all matters submitted to a vote of the stockholders of the Corporation. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event

(B) Except as otherwise provided herein, in any other Certificate of Designations creating a series of Preferred Stock or any similar stock, or by law, the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock and any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(C) Except as set forth herein, or as otherwise provided by law, holders of Series A Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

Section 4. Certain Restrictions.

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

- (i) declare or pay dividends, or make any other distributions, on any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock;
- (ii) declare or pay dividends, or make any other distributions, on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except dividends paid ratably on the Series A Preferred Stock and all such parity stock on which divi-

dends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A Preferred Stock; or

(iv) redeem or purchase or otherwise acquire for consideration any shares of Series A Preferred Stock, or any shares of stock ranking on a parity with the Series A Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock subject to the conditions and restrictions on issuance set forth herein, in the Certificate of Incorporation, or in any other Certificate of Designations creating a series of Preferred Stock or any similar stock or as otherwise required by law.

Section 6. Liquidation, Dissolution or Winding Up. Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (1) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received \$100 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, provided that the holders of shares of Series A Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 100 times the aggregate amount to be distributed per share to holders of shares of Common Stock, or (2) to the holders of shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except distributions made ratably on the Series A Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up. In the event the Corporation shall at any time declare or pay any dividend on the

Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the aggregate amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under the proviso in clause (1) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 7. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Series A Preferred Stock shall at the same time be similarly exchanged or changed into an amount per share, subject to the provision for adjustment hereinafter set forth, equal to 100 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Preferred Stock shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 8. No Redemption. The shares of Series A Preferred Stock shall not be redeemable.

Section 9. Rank. The Series A Preferred Stock shall rank, with respect to the payment of dividends and the distribution of assets, junior to all series of any other class of the Corporation's Preferred Stock.

Section 10. Amendment. The Certificate of Incorporation of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series A Preferred Stock, voting together as a single class.

IN WITNESS WHEREOF, this Certificate of Designations is executed on behalf of the Corporation by its Chairman of the Board and attested by its Secretary this 28th day of July, 2008.

/s/James E. O'Connor  
Chairman of the Board

Attest:

/s/David A. Barclay  
Assistant Secretary