

190331

Florida Department of State
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MERGER OR SHARE EXCHANGE

WilsonMiller, Inc.

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G. Coulette JUL 25 2007

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July 24, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

WILSONMILLER, INC.
3200 BAILEY LANE
SUITE 200
NAPLES, FL 34105US

SUBJECT: WILSONMILLER, INC.
REF: 190331

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You will need to remove the name of your surviving corporation from the area of the "merging" corporation since it is not merging. You also need to show the correct filing fee of \$70, the fee is \$35 for each corporation and you have two corporations.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Cheryl Coulliette
Document Specialist

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07 JUL 25 AM 8:00
DIVISION OF CORPORATIONS

P.O BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>WilsonMiller, Inc.</u>	<u>Florida</u>	<u>190331</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>Environmental Affairs</u>	<u>Florida</u>	<u>539830</u>
<u>Consultants, Inc.</u>		

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on May 15, 2007 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 15, 2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

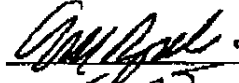
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

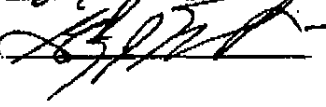
Typed or Printed Name of Individual & Title

WilsonMiller, Inc.



Alan D. Reynolds, Chairman

Environmental Affairs



Gary J. Montin, President

Consultants, Inc.

PLAN OF MERGER

This Plan of Merger (hereinafter "Plan") is made by and between WilsonMiller, Inc., a corporation organized under the laws of the State of Florida (hereinafter "WM") and Environmental Affairs Consultants, Inc., a corporation organized under the laws of the State of Florida (hereinafter "EAC").

WITNESSETH

WHEREAS, EAC, was duly organized and is existing under the laws of the State of Florida, having been incorporated on April 27, 1983; and

WHEREAS, WM was duly organized and is existing under the laws of the State of Florida, having been formed on January 19, 1956; and

WHEREAS, the Boards of Directors of each of EAC and WM deem it advisable and in the best interests of said companies that EAC be merged with and into WM with WM as the surviving corporation as authorized by Chapter 607.1105 of the Florida Statutes under which each entity was formed pursuant to the terms and conditions set forth herein.

NOW THEREFORE, in consideration of the promises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger and the mode of carrying the same into effect, the parties hereto hereby agree to this Plan, subject to the conditions hereinafter set forth, as follows:

ARTICLE I
MERGER AND NAME OF SURVIVING CORPORATION

At the Effective Date, as hereinafter defined, EAC shall be merged with and into WM. The following is stated in accordance with Chapter 607.1107 of the Florida Business Corporation Act.

WM shall survive the merger and shall continue its corporate existence governed by the laws of the State of Florida. EAC shall not survive the merger contemplated herein and shall be dissolved in accordance with the laws of the State of Florida and its separate corporate existence shall be terminated by operation of law upon the Effective Date. The Plan was submitted to the shareholders of EAC by the board of directors and approved upon receiving the affirmative vote of the holders of more than two-thirds of the outstanding shares of each voting group entitled to vote on the plan in accordance with the provisions of the Florida Business Corporation Act.

ARTICLE II
TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

- (a) At the Effective Date:
 - (1) EAC and WM shall become a single company with EAC merging with and into WM, which shall be the surviving corporation;
 - (2) The separate existence of EAC shall cease and EAC shall be dissolved in accordance with the laws of the State of Florida;

(3) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of EAC shall be transferred to, vested in and devolve into WM without further act or deed and all property, rights, and every other interest of EAC shall be the property of WM;

(4) All corporate acts, plans, policies, contracts, approvals and authorizations of EAC and its shareholders, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of WM and shall be as effective and binding thereon as the same were with respect to EAC;

(5) The assets, liabilities, reserves and accounts of EAC shall be recorded on the books of WM in the amounts at which they, respectively, had been carried on the books of EAC subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

(b) The directors of WilsonMiller as of the Effective Date shall be and continue in office until the next annual meeting of stockholders and until their successors are duly elected and qualified:

Alan D. Reynolds	5540 12 th Avenue, S.W. Naples, FL 34116
Michael A. Kennedy	1112 Marigold Drive Bradenton, FL 34202
Gary L. Danca	4145 Pine Ridge Road Extension Naples, FL 34119

David Kemper

110 Hickory Creek Drive
Brandon, FL 33511

ARTICLE III
SURRENDER AND CANCELLATION OF EAC STOCK

WM, as the sole shareholder of EAC shall, on or before the Effective Date, surrender all of its shares of stock in EAC. Upon said surrender, all of the outstanding stock of EAC shall be cancelled.

ARTICLE IV
TAX CONSEQUENCES

It is intended that the transaction described herein be a statutory merger which shall qualify as a reorganization within the definition of Subparagraph (a)(1)(A) of Section 368 of the Internal Revenue Code of 1986, as amended, being the merger of EAC and WM in accordance with the Florida Business Corporation Act.

ARTICLE V
APPROVAL AND EFFECTIVE TIME OF THE MERGER


- (a) The merger shall become effective as of 12:01 a.m. on _____ (the "Effective Date");
- (b) This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida;
- (c) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto; and,
- (d) For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

Executed as of the 15 day of MAY, 2007.

SURVIVING CORPORATION:

WilsonMiller, Inc.


a Florida Corporation

By: 
Print Name: ALAN D. REYNOLDS
Title: CEO

NON-SURVIVING CORPORATION:

Environmental Affairs Consultants, Inc.

A Florida Corporation

By: 
Print Name: GEORGE J. MONTIN
Title: President