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233840

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Coastal Environmental Services, Inc., a Maryland Corporation; KENCHEVAL AND ASSOCIATES, INC.,  
California Corporation; Post Buckley Schuh & Jernigan, Inc., a Texas Corporation; Post  
Buckley, Schuh & Jernigan, Inc., a California Corporation; Post, Buckley,  
Schuh & Jernigan, Inc. of Arizona, an Arizona Corporation; Post  
Buckley, Schuh & Jernigan, Inc., a Nevada Corporation.  
MERGING INTO: Post, Buckley, Schuh & Jernigan, Inc. a Florida Corporation.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other ucc Filing

☐ Change of R.A.

☐ Fic. Name

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10-1-98

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-09/29/98-01048-014  
\*\*\*\*350.00 \*\*\*\*350.00

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

COASTAL ENVIRONMENTAL SERVICES, INC., a Maryland corporation

KERCHEVAK AND ASSOCIATES, INC., a California corporation

POST, BUCKLEY, SCHUH & JERNIGAN, INC., a Texas corporation

POST, BUCKLEY, SCHUH & JERNIGAN, INC., a California corporation

POST, BUCKLEY, SCHUH & JERNIGAN, INC. OF ARIZONA, a Arizona corporation

POST, BUCKLEY, SCHUH & JERNIGAN, INC., a Nevada corporation

INTO

**POST, BUCKLEY, SCHUH & JERNIGAN, INC.,** a Florida corporation, 233840.

File date: September 29, 1998 , effective October 1, 1998

Corporate Specialist: Teresa Brown

**EFFECTIVE DATE**

10-1-98

**FILED**  
98 SEP 29 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
COASTAL ENVIRONMENTAL SERVICES, INC.,  
a Maryland corporation,  
KERCHEVAL AND ASSOCIATES, INC.,  
a California corporation,  
POST, BUCKLEY, SCHUH & JERNIGAN, INC.,  
a Texas corporation,  
POST, BUCKLEY, SCHUH & JERNIGAN, INC.,  
a California corporation,  
POST, BUCKLEY, SCHUH & JERNIGAN, INC. OF ARIZONA,  
an Arizona corporation,  
POST, BUCKLEY, SCHUH & JERNIGAN, INC.,  
a Nevada corporation,  
INTO  
POST, BUCKLEY, SCHUH & JERNIGAN, INC.  
a Florida corporation

The following Articles of Merger are being submitted in accordance with Sections 607.1105 and 607.1107 of the Florida Statutes.

**FIRST:** The PBSJ Corporation, a Florida corporation (the "Parent Corporation"), is the owner of one hundred (100%) percent of the issued and outstanding shares of each of Coastal Environmental Services, Inc., a Maryland corporation, Kercheval and Associates, Inc., a California corporation; Post, Buckley, Schuh & Jernigan, Inc., a Texas corporation; Post, Buckley, Schuh & Jernigan, Inc., a California corporation; Post, Buckley, Schuh & Jernigan, Inc., of Arizona, an Arizona corporation; Post, Buckley, Schuh & Jernigan, Inc., a Nevada corporation, and Post, Buckley, Schuh & Jernigan, Inc., a Florida corporation (individually known as a "Subsidiary," collectively known as the "Subsidiaries").

**SECOND:** The Parent Corporation has approved of the merger of Coastal Environmental Services, Inc., a Maryland corporation, Kercheval and Associates, Inc., a California corporation; Post, Buckley, Schuh & Jernigan, Inc., a Texas corporation; Post, Buckley, Schuh & Jernigan, Inc., a California corporation; Post, Buckley, Schuh & Jernigan, Inc., of Arizona, an Arizona corporation; Post, Buckley, Schuh & Jernigan, Inc., a Nevada corporation, all being Subsidiaries, with and into Post, Buckley, Schuh & Jernigan, Inc., a Florida corporation, a Subsidiary.

**THIRD:** Post, Buckley, Schuh & Jernigan, Inc., a Florida corporation, is the surviving corporation with an address in the state of Florida located at 2001 N.W. 107 Avenue, Miami, Florida 33172-2507.

**FOURTH:** Attached hereto is the Plan of Merger which meets the requirements of Section 607.1104 of the Florida Statutes.

**FIFTH:** The Plan of Merger was adopted and approved by written consent of the Parent Corporation, sole shareholder of all the Subsidiaries on September 23, 1998.

**SIXTH:** The Plan of Merger was adopted and approved by unanimous written consent of the Board of Directors of all the Subsidiaries on September 23, 1998, in accordance with the respective laws of their applicable jurisdictions.

**SEVENTH:** The effective date of the merger shall be October 1, 1998.

**EIGHTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

\* \* \* \* \*

(Signatures on Next Page)

THE PBSJ CORPORATION

  
H. Michael Dye, President

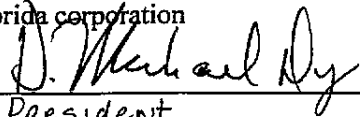
COASTAL ENVIRONMENTAL SERVICES, INC.

  
Fred Jacobs, President

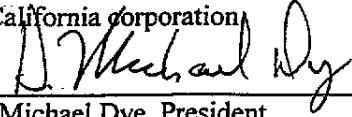
KERCHEVAL AND ASSOCIATES, INC.

  
H. Michael Dye, President

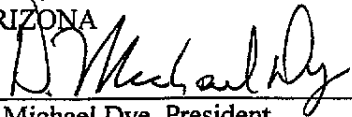
POST, BUCKLEY, SCHUH & JERNIGAN, INC.,  
a Florida corporation

By:   
Its: President

POST, BUCKLEY, SCHUH & JERNIGAN, INC.,  
a California corporation

  
H. Michael Dye, President

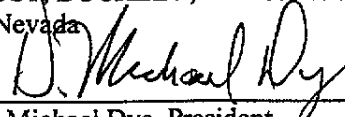
POST, BUCKLEY, SCHUH & JERNIGAN, INC. OF  
ARIZONA

  
H. Michael Dye, President

POST, BUCKLEY, SCHUH & JERNIGAN, INC.,  
a Texas corporation

  
Craig T. Curry, President

POST, BUCKLEY, SCHUH & JERNIGAN, INC.,  
a Nevada corporation

  
H. Michael Dye, President

## **PLAN OF MERGER**

THIS PLAN OF MERGER is made and entered into effective as of October 1, 1998, for the merger of COASTAL ENVIRONMENTAL SERVICES, INC., a Maryland corporation, KERCHEVAL AND ASSOCIATES, INC., a California corporation, POST, BUCKLEY, SCHUH & JERNIGAN, INC., a Texas corporation, POST, BUCKLEY, SCHUH & JERNIGAN, INC., a California corporation, POST, BUCKLEY, SCHUH & JERNIGAN, INC. OF ARIZONA, an Arizona corporation, and POST, BUCKLEY, SCHUH & JERNIGAN, INC., a Nevada corporation, with and into POST, BUCKLEY, SCHUH & JERNIGAN, INC., a Florida corporation (the "Subsidiaries").

**WHEREAS**, The PBSJ Corporation, a Florida corporation (the "Parent Corporation"), owning one hundred (100%) percent of the issued and outstanding shares of common stock of each of the Subsidiaries has approved of the merger of Coastal Environmental Services, Inc., a Maryland corporation, Kercheval and Associates, Inc., a California corporation, Post, Buckley, Schuh & Jernigan, Inc., a Texas corporation, Post, Buckley, Schuh & Jernigan, Inc., a California corporation, Post, Buckley, Schuh & Jernigan, Inc., of Arizona, an Arizona corporation, Post, Buckley, Schuh & Jernigan, Inc., a Nevada corporation, Subsidiaries, with and into Post, Buckley, Schuh & Jernigan, Inc., a Florida corporation, a Subsidiary.

**WHEREAS**, The Parent Corporation being sole shareholder of each of the Subsidiaries hereby waives any mailing requirements under Section 607.1104 of the Florida Statutes and there are no shareholders of the Subsidiaries who, except for Section 607.1104, would be entitled to vote and who dissent from the merger pursuant to the provisions of Section 607.1320 of the Florida Statutes.

**WHEREAS**, the Articles of Incorporation of the Parent Corporation shall not be amended due to the merger.

**WHEREAS**, this Plan of Merger, which was adopted and approved by Parent and the Subsidiaries in accordance with Section 607.1107, is being submitted in accordance with Section 607.1104 of the Florida Statutes.

## **ARTICLE I**

### **THE MERGER**

**Section 1.1. Description of the Merger.** As of the Effective Time (as hereinafter defined), Coastal Environmental Services, Inc., a Maryland corporation, Kercheval and Associates, Inc., a California corporation, Post, Buckley, Schuh & Jernigan,

Inc., a Texas corporation, Post, Buckley, Schuh & Jernigan, Inc., a California corporation, Post, Buckley, Schuh & Jernigan, Inc. of Arizona, an Arizona corporation, and Post, Buckley, Schuh & Jernigan, Inc., a Nevada corporation, shall merge with and into Post, Buckley, Schuh & Jernigan, Inc., a Florida corporation (the "Merger") and Post, Buckley, Schuh & Jernigan, Inc., the Florida corporation, shall continue as the surviving corporation subject to the laws of the State of Florida (the "Surviving Corporation"). The address of the Surviving Corporation in the state of Florida is: 2001 N.W. 107 Avenue, Miami, Florida 33172-2507 and attached hereto is a copy of its Articles of Incorporation. The Merger shall be pursuant to and shall have the effect provided for in the Florida Business Corporation Act.

## ARTICLE II

### ARTICLES OF INCORPORATION, BY-LAWS AND DIRECTORS AND OFFICERS

Section 2.1. Articles of Incorporation. The Articles of Incorporation of Post, Buckley, Schuh & Jernigan, Inc., the Florida corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation on and after the Effective Time, until thereafter as amended as provided by law.

Section 2.2. By-Laws. The By-laws of Post, Buckley, Schuh & Jernigan, Inc., the Florida corporation, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation on and after the Effective Time, until thereafter as amended as provided by law.

Section 2.3. Directors and Officers. The persons who are directors and officers of Post, Buckley, Schuh & Jernigan, Inc., the Florida corporation, immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation in their same positions on and after the Effective Time. The directors and officers shall hold office in accordance with applicable law, the Articles of Incorporation and By-laws of the Surviving Corporation.

## ARTICLE III

### MANNER AND BASIS OF CONVERTING SHARES

At the Effective Time, pursuant to this Plan of Merger and without any action on the part of the holder thereof, each common share of stock of the Subsidiaries issued and outstanding immediately prior to the Effective Time shall be cancelled and retired because the holder of all of such stock is the holder of all the common shares of stock of the Surviving Corporation.

#### ARTICLE IV

##### EFFECTIVENESS OF MERGER

The Merger shall become effective as of the close of business on October 1, 1998 (the "Effective Time").

#### ARTICLE V

##### MISCELLANEOUS

Section 5.1. Expenses. The Surviving Corporation shall pay all expenses incurred in connection with this Plan of Merger.

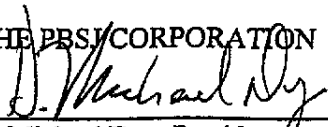
Section 5.2. Further Assurances. If, at any time after the Effective Time, the Surviving Corporation, its successors or assigns determines that any documentation, action or things are necessary or desirable to carry out the purposes of this Plan of Merger or to vest the Surviving Corporation with all right, title and interest in, to and under all of the assets, properties, rights, claims, privileges, immunities, powers, franchises and authority of each of the Subsidiaries, the officers and directors of the Surviving Corporation, its successors and assigns shall be authorized to execute and deliver, in the name and on behalf of either Subsidiary or otherwise, all such documentation, and to take and do, in the name and on behalf of either Subsidiary or otherwise, all such other actions and things.

Section 5.3. Governing Law. This Plan of Merger shall be governed by and interpreted in accordance with the laws of the State of Florida.



IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed by their respective duly authorized officers all as of the date first written above.

THE PBSJ CORPORATION

  
H. Michael Dye, President

COASTAL ENVIRONMENTAL SERVICES, INC.

  
Fred Jacobs, President

KERCHEVAL AND ASSOCIATES, INC.

  
H. Michael Dye, President

POST, BUCKLEY, SCHUH & JERNIGAN, INC.,  
a Florida corporation

By:   
Its: President

POST, BUCKLEY, SCHUH & JERNIGAN, INC.,  
a California corporation

  
H. Michael Dye, President

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