

448232

Law Offices of
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A Partnership of Professional Associations

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PICK-UP WAIT MAIL

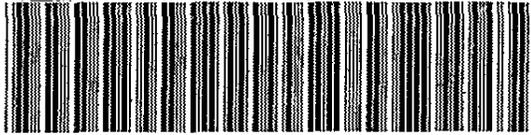
(Business Entity Name)

(Document Number)

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06/29/07--01041--002 **78.75

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07 JUL 30 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merge
sf

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: REPUBLIC DRILL/APT CORP.
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

TERRY V. HAUSER

(Contact Person)

NATHAN & HAUSER

(Firm/Company)

444 BRICKELL AVENUE, SUITE 700

(Address)

MIAMI, FL 33131

(City, State and Zip Code)

For further information concerning this matter, please call:

TERRY V. HAUSER

(Name of Contact Person)

at (305) 371-5588

(Area Code and Daytime Telephone Number)

Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 5, 2007

Law Offices of Nathan & Hauser
Suite 700, 444 Brickell Avenue
Miami, FL 33131

SUBJECT: REPUBLIC DRILL/APT, CORP.
Ref. Number: 448232

RECEIVED
07 JUL 30 AM 8:00
DIVISION OF CORPORATIONS

We have received your document for REPUBLIC DRILL/APT, CORP. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

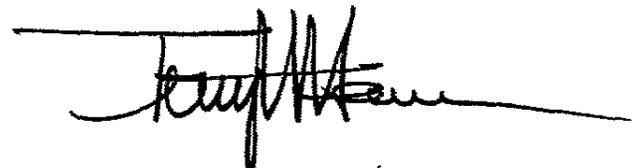
The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 207A00043093

Thanks,

7/27/07

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> (If known/ applicable)
<u>REPUBLIC DRILL/APT, CORP.</u>	<u>FLORIDA</u>	<u>448232</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>MICHIGAN DRILL CORPORATION</u>	<u>MICHIGAN</u>	<u>835146</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 JANUARY 1, 2007.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 JANUARY 1, 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)

FILED
07 JUL 30 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>REPUBLIC DRILL/APT, CORP.</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>MICHIGAN DRILL CORPORATION</u>	<u>MICHIGAN</u>
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows: MICHIGAN DRILL CORPORATION TRANSFERRED ALL OF ITS ASSETS TO REPUBLIC DRILL/APT, CORP. AND REPUBLIC DRILL/APT, CORP. ACCEPTED SUCH TRANSFER AND ASSUMED MICHIGAN DRILL CORPORATION'S LIABILITIES IN EXCHANGE FOR REPUBLIC DRILL/APT, CORP'S STOCK.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

MICHIGAN DRILL CORPORATION'S SHARES WERE CONVERTED INTO REPUBLIC DRILL/APT, CORP. SHARES. MICHIGAN DRILL CORPORATION SHAREHOLDERS RECEIVED AN EQUIVALENT VALUE IN REPUBLIC DRILL/APT, CORP. SHARES.
(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: