

559945



236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

12/29/00

Handwritten signature and smiley face

EFFECTIVE DATE 12/31/2000

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 00 DEC 29 PM 3:17

CERTIFIED COPY

CUS

PHOTO COPY

FILING Merger

1.) J.F.S.I., Inc. (CORPORATE NAME & DOCUMENT #)

2.) (CORPORATE NAME & DOCUMENT #)

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3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

RECEIVED 00 DEC 29 AM 9:49 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

Merger 1/2/2001

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

J.I.S.I., INC., a Florida corporation, V56986

INTO

**JAXON INDUSTRIAL SERVICES, INC.**, a Florida entity, 559945.

File date: December 29, 2000 , effective December 31, 2000

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 29, 2000

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: JAXON INDUSTRIAL SERVICES, INC.  
Ref. Number: 559945

*Corrected 1/2/01  
Please file with  
12/29/00 file date.  
thanks!  
(smiley face)*

We have received your document for JAXON INDUSTRIAL SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please only submit one Plan of Merger. Two was sent with this merger, one was changing the name of the survivor and one was not.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 100A00064903

RECEIVED  
01 JAN -2 AM 11:57  
DEPARTMENT OF STATE  
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TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 29 - PM 3:17

ARTICLES OF MERGER

EFFECTIVE DATE  
12/31/2000

ARTICLES OF MERGER dated the 27th day of December, 2000, among J.I.S.I., INC., a Florida corporation, hereinafter called "J.I.S.I.," and JAXON INDUSTRIAL SERVICES, INC., a Florida corporation, hereinafter called "Jaxon."

J.I.S.I. is a corporation organized and existing under the laws of the State of Florida, with 7,500 shares of authorized common stock of \$1.00 par value. Jaxon is a corporation organized under the laws of the State of Florida with 25,000 shares authorized common stock of \$1.00 par value.

The Board of Directors of J.I.S.I. and Jaxon, respectively, deem it desirable and in the best interest of the corporations and their stockholders that J.I.S.I. be merged into Jaxon, and the corporations desire that they so merge under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES AND THE MUTUAL COVENANTS AND AGREEMENTS HEREIN SET FORTH, AND FOR THE PURPOSES OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, THE PARTIES AGREE AS FOLLOWS:

1. As soon as the stockholders of J.I.S.I. and Jaxon have approved this merger, J.I.S.I. shall be deemed to have merged with and into Jaxon, which shall survive the merger and which shall have the same name as heretofore. The effective date of the merger shall be January 1, 2001.

2. The name of the surviving corporation shall be Jaxon Industrial Services, Inc. The purposes for which the surviving corporation is formed and the nature of the business to be transacted by it shall be as set forth in the original Articles of Incorporation of Jaxon.

3. On the effective date of the merger, the By-laws of Jaxon shall be the By-laws of the surviving corporation until the same shall be altered, amended or repealed, or until new By-laws shall be adopted, in accordance with the provisions thereof.

4. The Board of Directors of the surviving corporation shall consist of the present directors of Jaxon who shall hold office until the next annual meeting of the stockholders of the surviving corporation, and until their successors have been elected and qualified. The present officers of Jaxon shall also hold office until their successors have been duly elected and qualified.

5. On the effective date of the merger, the total amount of capital stock of the surviving corporation to be authorized shall be 25,000 shares of \$1.00 par value stock. There are presently outstanding and issued 1,000 shares of common stock of J.I.S.I. and 110 shares of common stock of Jaxon. Each share of common stock of J.I.S.I. outstanding on the effective date of merger shall be exchanged and surrendered for .037 shares of common stock of Jaxon, rounded to the nearest 1/3rd of a share.

6. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description of J.I.S.I., including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the surviving corporation, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the surviving corporation as they were of the respective corporation, and the title to all real estate vested in either of the corporations shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the surviving corporation. All debts, liabilities and duties of the respective corporations shall, thereafter, be assumed by and attached to the surviving corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred or contracted by the surviving corporation.

7. The surviving corporation shall pay all expenses of the merger agreement and reserves the right to subsequently amend its Certificate of Incorporation at any time hereafter, in accordance with the provisions of the laws of the State of Florida.

IN WITNESS WHEREOF, the parties to this Agreement have caused these presents to be executed in their corporate names, by their presidents, with the corporate seals affixed, all as of the 27th day of December, 2000.

J.I.S.I., INC.

Attest:

Roland Hernandez  
Secretary

(Corporate Seal)

By Jessie Hernandez  
President

JAXON INDUSTRIAL SERVICES, INC.

Attest:

Jessie Hernandez  
Secretary

(Corporate Seal)

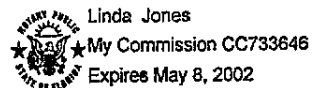
By L. Hernandez  
President

STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this 27th day of Dec., 2000, before me, an officer duly authorized to take acknowledgements, personally appeared JESSIE HERNANDEZ, as President of J.I.S.I., INC., (  ) personally known to me, or (  ) who produced a Florida Driver's License as identification, and who did take an oath and personally appeared before me.


Linda Jones  
Notary Public, State of Florida  
Print Name: Linda Jones  
My Commission Expires:  
Commission Number:



STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this 27<sup>th</sup> day of Dec., 2000, before me, an officer duly authorized to take acknowledgements, personally appeared GENE D. HERNANDEZ, as President of JAXON INDUSTRIAL SERVICES, INC., ( ) personally known to me, or ( ) who produced a Florida Driver's License as identification, and who did take an oath and personally appeared before me.

 Linda Jones  
My Commission CC733648  
Expires May 8, 2002

Linda Jones  
Notary Public, State of Florida  
Print Name: Linda Jones  
My Commission Expires:  
Commission Number:

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that (s)he is the Secretary of J.I.S.I., Inc. and that the foregoing Articles of Merger of J.I.S.I., Inc. into Jaxon Industrial Services, Inc. was unanimously approved by the owners of 100% of the issued and outstanding stock of J.I.S.I. at a Special Meeting of the Stockholders held at Jacksonville, Florida on the 27<sup>th</sup> day of Dec., 2000, and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 27<sup>th</sup> day of Dec., 2000, as Secretary of J.I.S.I., Inc. at Jacksonville, Florida.

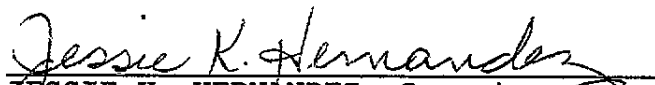
Roland Hernandez  
ROLAND HERNANDEZ, Secretary



CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that (s)he is the Secretary of Jaxon Industrial Services, Inc. and that the foregoing Articles of Merger of J.I.S.I., Inc. into Jaxon Industrial Services, Inc. was unanimously approved by the owners of 100% of the issued and outstanding stock of Jaxon Industrial Services, Inc. at a Special Meeting of the Stockholders held at Jacksonville, Florida on the 27<sup>th</sup> day of Dec., 2000, and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 27<sup>th</sup> day of Dec., 2000, as Secretary of Jaxon Industrial Services, Inc. at Jacksonville, Florida.

  
JESSIE K. HERNANDEZ, Secretary

PLAN OF MERGER OF  
J.I.S.I., INC. INTO  
JAXON INDUSTRIAL SERVICES, INC.

---

The Board of Directors of J.I.S.I., INC., <sup>and Jaxon Industrial Services</sup> by consent as <sup>Inc.</sup> evidenced by their signatures hereafter, adopt the following plan of merger and recommend the plan of merger to the Shareholders of J.I.S.I., INC..

1. J.I.S.I., Inc. shall merge into Jaxon Industrial Services, Inc., who shall be the surviving corporation.

2. As soon as the Shareholders of J.I.S.I., Inc. and Jaxon Industrial Services, Inc. have approved the merger, J.I.S.I., Inc. shall be merged into Jaxon Industrial Services, Inc., effective December 27, 2000.

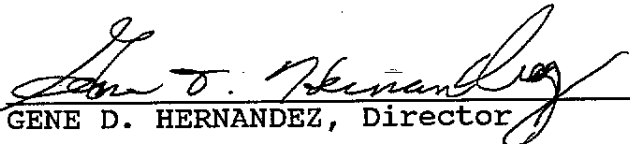
3. The Shareholders of J.I.S.I., Inc., on the effective date of the merger, shall exchange each share of stock held by them in J.I.S.I., Inc. for .037 shares of Jaxon Industrial Services, Inc., rounded to the nearest 1/3rd of a share.

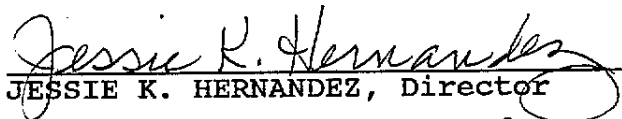
4. The name of the surviving corporation shall be Jaxon Industrial Services, Inc. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description of J.I.S.I., Inc., including any choses and action belonging to it, shall be transferred to, vested in and shall devolve upon the surviving corporation. All debts, liabilities and duties of the respective corporations shall, thereafter, be assumed by and attached to the surviving corporation, and may be enforced against it to the same as if such

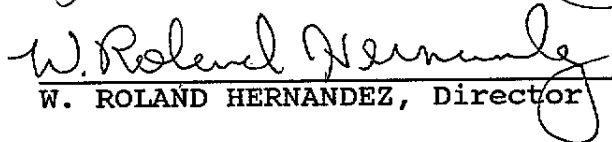
debts, liabilities and duties had been incurred or contracted by the surviving corporation.

5. The surviving corporation shall pay all expenses of the merger.

Dated this 27th day of December, 2000.

  
\_\_\_\_\_  
GENE D. HERNANDEZ, Director

  
\_\_\_\_\_  
JESSIE K. HERNANDEZ, Director

  
\_\_\_\_\_  
W. ROLAND HERNANDEZ, Director