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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1525

Kimberly MORET 62949

MERGER OR SHARE EXCHANGE
BUREAU VERITAS NORTH AMERICAN, INC.

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Page Count	06
Estimated Charge	\$78.75

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AUG 10 2009

Merger

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>Bureau Veritas North America, Inc.</u>	<u>Delaware</u>	<u>F03000001638</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Professional Engineering & Inspection</u>	<u>Florida</u>	<u>I60550</u>
<u>Company, Inc.</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 July 31, 2006.

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 July 31, 2006.

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)

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Seventh: SIGNATURES FOR EACH CORPORATION

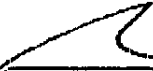
Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Bureau Veritas North
America, Inc.

Professional Engineering
& Inspection Company,
Inc.


Burt K. Haines

Richard Tong, Vice President

Burton K. Haines, Secretary

H06000200830 3

H06000200830 3

AGREEMENT AND PLAN OF MERGER
OF
PROFESSIONAL ENGINEERING & INSPECTION COMPANY, INC.
(a Florida corporation)
and
BUREAU VERITAS NORTH AMERICA, INC.
(a Delaware corporation)

AGREEMENT AND PLAN OF MERGER entered into on July 24, 2006 by PROFESSIONAL ENGINEERING & INSPECTION COMPANY, INC. ("PEICO"), a Florida corporation, and approved by resolution adopted by its Board of Directors on said date, and BUREAU VERITAS NORTH AMERICA, INC. ("BVNA"), a Delaware corporation, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, PEICO is a business corporation of the State of Florida with its principal office therein located at 11860 West State Road 84, Suite 1, City of Fort Lauderdale, County of Broward; and

WHEREAS, the total number of shares of stock which PEICO has authority to issue is One Thousand (1,000), all of which are of one class and of a par value of \$1.00 each, and the total number of such shares which are issued and outstanding is Five Hundred (500); and

WHEREAS, BVNA is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which BVNA has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each, and the total number of such shares which are issued and outstanding is One Hundred (100); and

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, PEICO and BVNA and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their

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2

respective stockholders to merge PEICO with and into BVNA pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by PEICO and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by BVNA and approved by a resolution adopted by its Board of Directors, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan set forth.

1. PEICO and BVNA shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, BVNA, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of PEICO, which is sometimes hereinafter referred to as the "terminating corporation," shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. The present Certificate of Incorporation, as amended, of the surviving corporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present bylaws of the surviving corporation shall be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued and outstanding share of the terminating corporation shall, at the effective time of the merger, be cancelled and retired and cease to exist, and no consideration shall be delivered in exchange therefor. The issued and outstanding shares of the surviving corporation shall not be converted or exchanged in any manner, or be entitled to the payment or delivery of any

H06000200830 3

H06000200830 3

3

consideration in exchange therefor, but each said share which is issued and outstanding as of the effective date of the merger shall continue to represent one issued and outstanding share of the surviving corporation.

6. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted on behalf of the terminating corporation in accordance with the provisions of the Florida Business Corporation Act and on behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

8. This Agreement and Plan of Merger and the merger herein agreed upon shall become effective in the State of Delaware upon the filing of a Certificate of Merger of Professional Engineering & Inspection Company, Inc. and Bureau Veritas North America, Inc. with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

BUREAU VERITAS NORTH AMERICA, INC.

By: /s/ Richard Tong

Name: Richard Tong

Title: Vice President

PROFESSIONAL ENGINEERING & INSPECTION
COMPANY, INC.

By: /s/ Burton K. Haines

Name: Burton K. Haines

Title: Secretary

H06000200830 3