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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

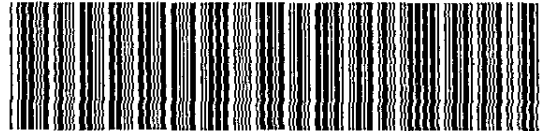
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05 DEC 29 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Merger
12-9-06

CÄVITCH

FAMILO DURKIN & FRUTKIN

December 28, 2005

FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

Re: Design-Build Solutions, Inc.

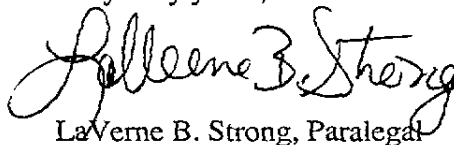
Dear Sir/Madam:

Enclosed with respect to the merger of Design-Build Solutions, Inc., a Florida corporation into Design-Build Solutions, Inc., a Delaware corporation, are the following:

1. Transmittal Letter.
2. Original and one copy of State of Florida Articles of Merger with attached Plan and Agreement of Merger containing the signatories of the parties to the merger. In accordance with my telephone conversation with Darlene of your office, so long as the signatories are contained on the Plan of Merger, signatories are not necessary on the Articles of Merger. In addition, by referencing only the survivor and the merging Florida disappearing entity on the Articles of Merger, the filing fee required will be \$35 per entity listed on this form. Please return a time-stamped copy for my records.
3. Check payable to the Florida Department of State in the amount of \$70.

Please return the Certificate of Filing to me. If you have any questions regarding this matter, you are authorized to contact the undersigned collect. In addition, please note that the Delaware corporation has previously qualified to do business in Florida. Thank you for your cooperation.

Very truly yours,



LaVerne B. Strong, Paralegal

Enclosures

cc: Mr. Charles Ripepi
Mr. Frank Percaciante

F:\DEPT\CORP\GARLAND\Design Build\SOS Ltrs Mergers.wpd

Fourteenth Floor
1717 East Ninth Street
Cleveland, OH 44114-2876
T 216.621.7860
F 216.621.3415
www.cfd.com

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Renee Vining

Zolman Cavitch (Ret.)
Edward D. Familo (Ret.)
George J. Durkin*
Howard P. Kasdan*
*of Counsel

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Design-Build Solutions, Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LaVerne B. Strong

(Name of person)

Cavitch, Familo, Durkin & Frutkin

(Name of firm/company)

1717 East Ninth Street, 14th Floor

(Address)

Cleveland, Ohio 44114

(City/state and zip code)

For further information concerning this matter, please call:

LaVerne B. Strong at (216) 621-7860

(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Design-Build Solutions, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Design-Build Solutions, Inc.	Florida	P96000054695
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 TALLAHASSEE, FLORIDA

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 in the future.)

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
June 30, 2005 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
June 30, 2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Agreement") is entered into as of the 30th day of June, 2005, by and among DESIGN-BUILD SOLUTIONS, INC., a Florida corporation, DESIGN-BUILD SOLUTIONS, INC., a New Mexico corporation, DBS DESIGN-BUILD SOLUTIONS, INC., a Texas corporation, and DESIGN-BUILD SOLUTIONS, INC., a Virginia corporation, (collectively, the "Disappearing Entities"), and DESIGN-BUILD SOLUTIONS, INC., a Delaware corporation (the "Surviving Entity").

WHEREAS, each of the Disappearing Entities is a wholly owned subsidiary of the Surviving Entity; and

WHEREAS, the parties hereto desire that the Disappearing Entities be merged with and into the Surviving Entity upon the terms and conditions set forth hereafter;

NOW THEREFORE, in consideration of the mutual promises contained herein, the parties hereby agree as follows:

1. The name of the Surviving Entity is DESIGN-BUILD SOLUTIONS, INC., a Delaware corporation, and the Surviving Entity shall continue as a Delaware corporation with its registered office in Delaware located at 1209 Orange Street, Wilmington, Delaware 19801, and its principal place of business located at 3800 East 91st Street, Cleveland, Ohio 44105.

2. The names of the Disappearing Entities are Design-Build Solutions, Inc., a Florida corporation; Design-Build Solutions, Inc., a New Mexico Corporation; DBS Design-Build Solutions, Inc., a Texas corporation; and Design-Build Solutions, Inc., a Virginia corporation.

3. The Disappearing Entities shall merge with and into the Surviving Entity such that the separate existence of the Disappearing Entities shall cease, and the Surviving Entity shall succeed and be subject to all the rights, property, debts, and liabilities of the Disappearing Entities.

4. The Surviving Entity, as the sole shareholder of each Disappearing Entity, shall be deemed to have surrendered all its shares of stock in the Disappearing Entities. Garland Industries, Inc., an Ohio corporation and the sole shareholder of the Surviving Entity, shall retain all its shares of stock in the Surviving Entity held by it prior to this merger.

5. This Agreement has been submitted to and approved by the respective Shareholders and/or Directors of the parties hereto in accordance with the laws of the States of Delaware, Florida, New Mexico, Texas, and the Commonwealth of Virginia, and in accordance with the respective bylaws or code of regulations of the aforesaid corporations.

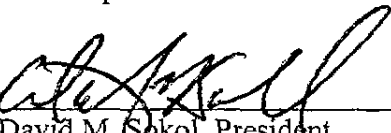
6. Pursuant to Section 607.1104 of the Florida Statutes, the Surviving Entity, as the sole shareholder of Design-Build Solutions, Inc., a Florida corporation, does not dissent from this merger under Section 607.1321 of the Florida Statutes and waives its appraisal rights with respect thereto.

7. Pursuant to Statute 53-14-7 NMSA 1978 of the New Mexico Business Corporation Act, the Surviving Entity hereby irrevocably appoints the Secretary of State of New Mexico as its Registered Agent to accept service of process in any proceeding for the enforcement of any obligation of any New Mexico corporation that is a party to the merger and for the enforcement of the rights of any dissenting shareholder on behalf of the merged out corporation(s) affected in New Mexico. The Surviving Entity will promptly pay to the dissenting shareholders of any such New Mexico corporation the amount to which they shall be entitled under the provisions of the New Mexico Business Corporation Act with respect to the rights of dissenting shareholders. The name and address of the Surviving Entity accepting service of process is Design-Build Solutions, Inc., 3800 East 91st Street, Cleveland, Ohio 44105.

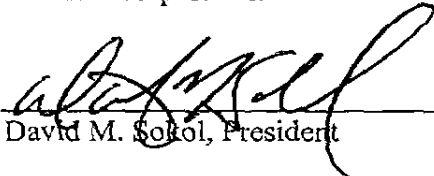
IN WITNESS WHEREOF, the parties have executed this Plan and Agreement of Merger as of the day and year first written above.

DISAPPEARING ENTITIES:

DESIGN-BUILD SOLUTIONS, INC.,
a Florida corporation

By: 
David M. Sokol, President

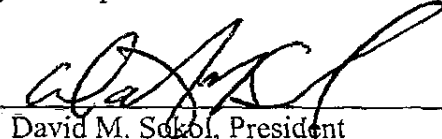
DESIGN-BUILD SOLUTIONS, INC., a
New Mexico corporation

By: 
David M. Sokol, President

DBS DESIGN-BUILD SOLUTIONS, INC.,
a Texas corporation


By: 
David M. Sokol, President

DESIGN-BUILD SOLUTIONS, INC., a
Virginia corporation

By: 
David M. Sokol, President

SURVIVING ENTITY:

DESIGN-BUILD SOLUTIONS, INC., a
Delaware corporation

By: 
David M. Sokol, President