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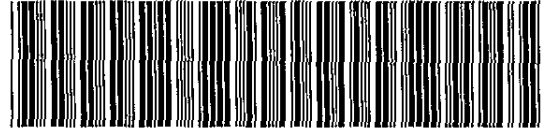
(Business Entity Name)

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*Merger*

C. Orellana JUN 02 2004

Holland & Knight LLP  
Requester's Name

315 So. Calhoun Street  
Address

425-5675  
City/State/Zip Phone #



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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Viasys Services, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF MERGER BETWEEN  
VIASYS UTILITY SERVICES, INC.,  
AND VIASYS SERVICES, INC.**

Pursuant to Sections 607.1105 of the Florida Business Corporation Act, VIASYS UTILITY SERVICES, INC., a Florida corporation ("VUS"), and VIASYS SERVICES, INC., a Florida Corporation ("SURVIVOR") adopt the following Articles of Merger for the purpose of merging VUS into SURVIVOR.

**ARTICLE I**

The Plan of Merger is as follows:

**PLAN OF MERGER**

VIASYS UTILITY SERVICES, INC., a Florida corporation ("VUS"), and VIASYS SERVICES, INC., a Florida corporation ("SURVIVOR"), hereby adopt the following plan of merger under Section 607.1101, Florida Statutes (2003).

- a) The names of each corporation planning to merge are:

VIASYS UTILITY SERVICES, INC.  
135 Horizon Court  
Lakeland, FL 33813

VIASYS SERVICES, INC.  
135 Horizon Court  
Lakeland, Florida 33813

- b) The name of the surviving corporation is:

VIASYS SERVICES, INC.

- c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of VUS will cease and SURVIVOR will succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed of VUS without the necessity for any separate transfer. SURVIVOR will thereafter be responsible and liable for all obligations of VUS, and neither the rights of the creditors nor any liens on the property of VUS will be impaired by the merger.

- d) The manner and basis of converting the shares of each corporation shall be as follows:

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- (i) On or after the effective date of the merger, holders of VUS common stock may surrender their share certificates to the Secretary of SURVIVOR, and in exchange, SURVIVOR shall deliver certificates representing an equal number of shares of the SURVIVOR's common stock to such holder.
- (ii) All shares of VUS common stock, upon the effective date of the merger, will no longer be outstanding and will automatically be cancelled and retired and will cease to exist, and each holder of a certificate representing such shares will cease to have any rights with respect thereto except the right to receive an equal number of shares of SURVIVOR common stock, fully paid and non-assessable. VUS has no other class of stock outstanding.
- e) The assets of VUS will be reported in the accounts of SURVIVOR at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus, and earned surplus of VUS and SURVIVOR will be, respectively, the stated capital, capital surplus, and earned surplus of SURVIVOR.
- f) The effective date of the merger will be the date on which SURVIVOR causes Articles of Merger to be filed with the office of Florida Secretary of State.
- g) The entire Plan of Merger is set forth in this Agreement.
- h) SURVIVOR's Articles of Incorporation and Bylaws will not be amended by the merger and will be the Articles of Incorporation and Bylaws on the effective date of the merger. The members of the Board of Directors of SURVIVOR will be the Board of Directors on the effective date.

## ARTICLE II

Effective date of the merger will be the date on which SURVIVOR causes Articles of Merger to be filed with the offices of the Florida Secretary of State.

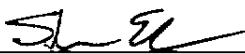
## ARTICLE III

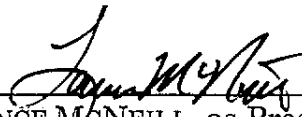
SURVIVOR adopted the Plan of Merger on May 28, 2004, by unanimous written consent of the sole shareholder and directors of the corporation pursuant to Section 607.1103(2), Florida Statutes. VUS adopted the Plan of Merger on May 28, 2004, by unanimous written consent of the sole shareholder and directors of the corporation pursuant to Section 607.1103(2), Florida Statutes. The written

consents constitute a sufficient number of votes of each of the corporations and their shareholders to approve the merger.

IN WITNESS WHEREOF, the undersigned have executed this document this 28<sup>th</sup> day of May, 2004.


ATTEST:

  
\_\_\_\_\_  
SHARI ELESSAR, Secretary

  
\_\_\_\_\_  
LANCE MCNEILL, as President  
of VIASYS UTILITY SERVICES, INC.,  
a Florida corporation

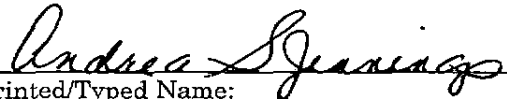
ATTEST:

  
\_\_\_\_\_  
SHARI ELESSAR, Secretary

  
\_\_\_\_\_  
LANCE MCNEILL, as President  
of VIASYS SERVICES, INC.  
a Florida corporation

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 28th day of May, 2004, by LANCE MCNEILL, as President of VIASYS UTILITY SERVICES, INC., a Florida corporation, and as President of VIASYS SERVICES, INC., a Florida corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

  
Printed/Typed Name: \_\_\_\_\_  
Notary Public-State of \_\_\_\_\_  
Commission Number: \_\_\_\_\_

# 1977061\_v1



ANDREA S. JENNINGS  
MY COMMISSION # DD 142558  
EXPIRES: September 7, 2006  
Bonded Thru Budget Notary Services

## AGREEMENT AND PLAN OF MERGER

This is an Agreement and Plan of Merger ("Agreement") dated as of June 1, 2004 ("Effective Date") by and among VIASYS UTILITY SERVICES, INC. a Florida corporation ("VUS"), and VIASYS SERVICES, INC., a Florida corporation ("SURVIVOR").

**Background.** The Board of Directors of each of VUS and SURVIVOR deem it advisable and in the best interests of their respective shareholders to consummate a business combination in which VUS will merge with and into SURVIVOR, in accordance with the applicable provisions of the statutes of the State of Florida, which permit such merger. It is the intention of the parties that, upon the consummation of the merger, the separate corporate existence of VUS will terminate. The shareholders of VUS will then receive shares of common stock of SURVIVOR in exchange for their shares of VUS common stock, as set forth below in the proposed plan of merger. The aggregate number of shares of common stock that SURVIVOR has authority to issue is fifteen thousand. The two constituent corporations will be a single corporation, which will be SURVIVOR as the surviving corporation, and the separate existence of VUS will cease except to the extent provided by the laws of Florida in the case of a corporation after its merger into another corporation. The corporate existence of SURVIVOR will continue unaffected and unimpaired by the merger and, as the surviving corporation, it will remain governed by the laws of Florida. The name of the surviving corporation will remain "VIASYS SERVICES, INC."

THEREFORE, in consideration of the foregoing and other good and valuable consideration, the sufficiency and receipt of which are acknowledged, the parties agree to adopt the following plan of merger:

### PLAN OF MERGER

VIASYS UTILITY SERVICES, INC., a Florida corporation ("VUS"), and VIASYS SERVICES, INC., a Florida corporation ("SURVIVOR"), hereby adopt the following plan of merger under Section 607.1101, Florida Statutes (2003).

- a) *The names of each corporation planning to merge are:*

VIASYS UTILITY SERVICES, INC.  
135 Horizon Court  
Lakeland, Florida 33813

VIASYS SERVICES, INC.  
135 Horizon Court  
Lakeland, Florida 33813

b) The name of the surviving corporation is:

VIASYS SERVICES, INC.

c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of VUS will cease and SURVIVOR will succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed of VUS without the necessity for any separate transfer. SURVIVOR will thereafter be responsible and liable for all obligations of VUS, and neither the rights of the creditors nor any liens on the property of VUS will be impaired by the merger.

d) The manner and basis of converting the shares of each corporation shall be as follows:

(i) On or after the effective date of the merger, holders of VUS common stock may surrender their share certificates to the Secretary of SURVIVOR, and in exchange, SURVIVOR shall deliver certificates representing an equal number of shares of the SURVIVOR's common stock to such holder.

(ii) All shares of VUS common stock, upon the effective date of the merger, will no longer be outstanding and will automatically be cancelled and retired and will cease to exist, and each holder of a certificate representing such shares will cease to have any rights with respect thereto except the right to receive an equal number of shares of SURVIVOR common stock., fully paid and non-assessable. VUS has no other class of stock outstanding.

e) The assets of VUS will be reported in the accounts of Survivor at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus, and earned surplus of VUS and Survivor will be, respectively, the stated capital, capital surplus, and earned surplus of Survivor.

f) The effective date of the merger will be the date on which SURVIVOR causes Articles of Merger to be filed with the offices of the Florida Secretary of State.

g) The entire Plan of Merger is set forth in this Agreement.

h) SURVIVOR's Articles of Incorporation and Bylaws will not be amended by the merger and will be the Articles of Incorporation and Bylaws on the effective date of the merger. The members of the Board of




Directors of SURVIVOR will be the Board of Directors on the effective date.

IN WITNESS WHEREOF, the SURVIVOR and VUS, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement and Plan of Merger to be executed by an authorized officer as of the 28<sup>th</sup> day of May, 2004.

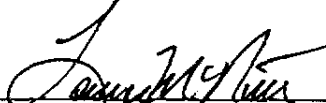
ATTEST:

  
SHARI ELESSAR, Secretary

  
LANCE MCNEILL, as President  
of VIASYS UTILITY SERVICES,  
Inc., a Florida corporation

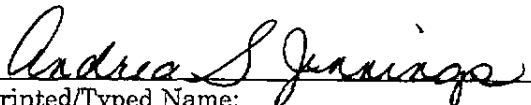
ATTEST:

  
SHARI ELESSAR, Secretary

  
LANCE MCNEILL, as President  
of VIASYS SERVICES, INC.,  
a Florida corporation

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 28 day of May, 2004, by LANCE MCNEILL, as President of Viasys Utility Services, Inc. a Florida corporation, and as President of VIASYS SERVICES, INC., a Florida corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.


  
Printed/Typed Name: \_\_\_\_\_  
Notary Public-State of \_\_\_\_\_  
Commission Number: \_\_\_\_\_



ANDREA S. JENNINGS  
MY COMMISSION # DD 142558  
EXPIRES: September 7, 2006  
Bonded Thru Budget Notary Services

I, SHARI ELESSAR, Secretary of VIASYS UTILITY SERVICES, INC., ("VUS") a corporation organized and existing under the laws of the state of Florida, hereby certify, as Secretary of VUS that the Agreement and Plan of Merger (the "Agreement") to which this certificate is attached, after having been first duly signed on behalf of VUS by an authorized officer of VUS, was duly submitted to the sole shareholder of VUS, as evidenced by its Written Consent in Lieu of a Special Meeting of the sole Shareholder, upon waiver of notice, signed by the shareholder, for the purpose of considering and taking action upon the Agreement, that 10 shares of stock of VUS were on said date issued and outstanding and that the holder of those shares voted by written consent in favor of the Agreement, the affirmative votes representing the total number of shares of the outstanding capital stock of VUS, and that thereby the Agreement of Merger was duly adopted as the act of the sole shareholder of VUS, and the duly adopted agreement of VUS.

WITNESS my hand on behalf of VUS as of the 28 day of May 2004.

By:   
SHARI ELESSAR, Secretary

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