

M05000003834

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MERGER OR SHARE EXCHANGE

BRAND ENERGY SOLUTIONS LLC

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EXAMINER



February 5, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BRAND ENERGY SOLUTIONS LLC
15450 S. OUTER HWY
SUITE 270
CHESTERFIELD, MO 63017

SUBJECT: BRAND ENERGY SOLUTIONS LLC
REF: M05000003834

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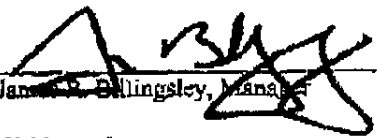
ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Florida Statutes:

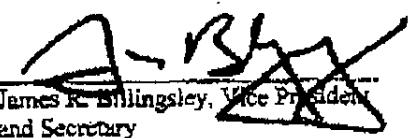
1. The name and jurisdiction of the surviving corporation is Brand Energy Solutions LLC, a Delaware limited liability company (the "Surviving Company").
2. The name and jurisdiction of the merging corporation is Scaffold-Jax, Inc., a Florida corporation (the "Merging Company").
3. The Plan of Merger is attached.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the sole member of the Surviving Company on February 2, 2009.
6. The Plan of Merger was adopted by the sole shareholder of the Merging Company on February 2, 2009.

IN WITNESS WHEREOF, the undersigned has caused its duly authorized representative to execute these Articles of Merger as of the 2nd day of February, 2009.

Brand Energy Solutions LLC
(the "Surviving Company")

By 
James R. Billingsley, Manager

Scaffold-Jax, Inc.
(the "Merging Company")

By 
James R. Billingsley, Vice President
and Secretary

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (the "Agreement") is made and entered into this 2nd day of February, 2009, by and among Brand Energy Solutions LLC, a Delaware limited liability company ("Brand") and Scaffold-Jax, Inc., a Florida corporation (the "Dormant Company").

BACKGROUND:

- A. The Dormant Company is a wholly-owned subsidiary of Brand.
- B. The parties hereto desire to merge the Dormant Company with and into Brand upon the terms and subject to the conditions set forth herein (the "Merger").

THEREFORE, FOR AND IN CONSIDERATION of the premises, the mutual promises, covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

ARTICLE 1 THE MERGER

1.1 The Merger. Subject to and in accordance with the terms and conditions set forth in this Agreement, at the "Effective Time" (as defined in Section 1.2 hereof), the Dormant Company shall be merged with and into Brand, which shall be the surviving company (the "Surviving Company") in the Merger, and the separate existence of the Dormant Company shall thereupon cease. The name of the Surviving Company shall remain "Brand Energy Solutions LLC".

1.2 Effective Time. The Merger shall become effective (the "Effective Time") upon filing with the Secretary of State of Florida.

ARTICLE 2 THE SURVIVING COMPANY

2.1 Articles of Formation and Operating Agreement. The Articles of Formation and the Operating Agreement of Brand in effect immediately prior to the Effective Time shall be the Articles of Formation and the Operating Agreement of the Surviving Company, unless and until altered, amended or repealed in accordance with applicable law.

2.2 Officers and Managers. The officers and managers of Brand immediately prior to the Effective Time shall be the officers and managers, respectively, of the Surviving Company at and after the Effective Time and shall serve in such capacities until their respective successors are duly elected and qualified.

ARTICLE 3.
CONVERSION OF OWNERSHIP

3.1 Brand Shares. At the Effective Time, the membership interest of Brand on the effective date of the Merger, shall thereupon, without further action, become the membership interest of the Surviving Company, without the issuance or exchange of new membership interest(s).

3.2 Cancellation of the Dormant Company Shares. All authorized, issued and outstanding shares of and interests in the Dormant Company, and all rights thereof, shall be cancelled at the Effective Time, and the certificates representing such shares shall be surrendered and cancelled.

ARTICLE 4.
APPROVAL

4.1 Shareholder and Member Approval. The consummation of the Merger was approved by the sole Member of Brand and the sole stockholder of the Dormant Company pursuant to the provisions of the Delaware General Corporation Law and the Florida Business Corporation Act.

ARTICLE 5.
MISCELLANEOUS

5.1 Notices. All notices, requests, and other communications hereunder shall be in writing and shall be sent by hand delivery, by certified or registered mail, return receipt requested, or by a recognized national overnight courier service either addressed to Brand or the Dormant Company to Brand Energy, Inc., 1325 Cobb International Drive, Suite A-1, Kennesaw, Georgia 30152, Attention: General Counsel.

5.2 Entire Agreement. This Agreement constitutes the entire agreement and understanding concerning the subject matter hereof between the parties hereto. This Agreement may not be modified or amended, except by a writing executed by each party hereto.

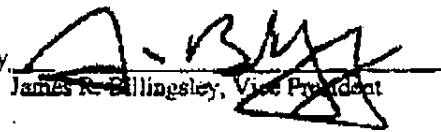
5.3 Binding Effect. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

5.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have caused their duly authorized representatives to execute this Agreement as of the day and year first above written.

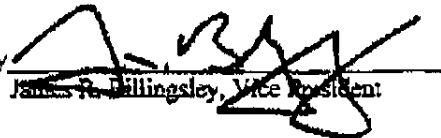
BRAND ENERGY SOLUTIONS LLC

By


James R. Dillingsley, Vice President

SCAFFOLD-JAX, INC.

By


James R. Dillingsley, Vice President

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