



PMA CONSULTANTS LLC

226 West Liberty Street
Ann Arbor, MI 48104

734.769.0530
Fax 734.663.9561

P06744

July 12, 2001

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

501157903846--8
-06/22/01--90219--029
*****43.75 *****43.75

Re: Application for Amendment / Reference Number P06744

Dear Sir or Madam:

Enclosed please find a signed application for a Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.

We apologize for the tardiness of the application, as it was our understanding that our agent, CT Corporation, would file this amendment with others due around the country. Regretfully, CT is not currently our registered agent in Florida and as such could not process the amendment.

A check, #36870 for \$43.75, was previously submitted on June 18, 2001 to cover the cost of the Filing Fee and Certificate of Status for this matter.

If you have any questions or need additional information, please contact me.

Sincerely,

Marylou Kinslow
Principal, Accounting

Enc.

Gui Ponce de Leon, Ph.D., P.E.
Monti L. Ponce
John R. Spittler, P.E.
Gary H. Jentzen, P.E., J.D.
Donald J. Fredlund, Jr.
Richard J. McAfee, P.E.
Kirsten S. Sell

Kenneth A. Vanderjagt, P.E.
Robert G. Sanders
Darrel D. Field, P.E.
Walter T. Pheaney, P.E.
John D. Sheridan
Philip J. Spittler
Gerald P. Klanac
Marylou Kinslow
Terrie A. Miller, PHR
Susanne J. Kocsis
Amanda P. Mezger

FILED
01 JUL 13 PM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 13 2001

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Project Management Associates, Inc. d/b/a in Florida PMA Consultants, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Michigan 3. July 16, 1985
Incorporated under laws of Date authorized to do business in Florida

FILED
01 JUL 13 PM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 9, 2001
5. Alphafive Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

7/12/01
Date

Gui Ponce de Leon, P.E.
Typed or printed name

Owner/President
Title

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the MERGER DOCUMENT

for

ALPHAFIVE CORPORATION

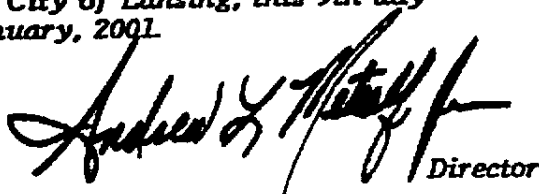
ID NUMBER: 229561

received by facsimile transmission on January 9, 2001 is hereby endorsed

Filed on January 9, 2001 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 9th day of January, 2001.


Director

Bureau of Commercial Services



**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Edwin L. Pear, Attorney - Pear Sperling Eggen & Muskovitz PC

Address

24 Frank Lloyd Wright Drive - Domino's Farms

City

State

Zip Code

Ann Arbor

MI

48105

EFFECTIVE DATE:

Expiration date for new assumed names: December 31,

Expiration date for transferred assumed names appear in Item 6

- Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1983 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:
a. The name of each constituent entity and its identification number is:

PROJECT MANAGEMENT ASSOCIATES, INC.

229561

ALPHA FIVE CORPORATION

372372

b. The name of the surviving (new) entity and its identification number is:

PROJECT MANAGEMENT ASSOCIATES, INC.

229561

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

226 West Liberty Street, Ann Arbor, Michigan 48104

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the 31st day of December, 2000.

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
PROJECT MANAGEMENT ASSOCIATES, INC.	Common shares - 22,000		
ALPHAIVE CORPORATION	Common shares - 1,000		

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows:

SEE ATTACHMENT- A

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows: The name of the surviving corporation shall be ALPHAIVE CORPORATION.

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

- a) The Plan of Merger was approved by the majority consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)

- b) The plan of merger was approved by: ☐ the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

☒ the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

PROJECT MANAGEMENT ASSOCIATES, INC.

ALPHAIVE CORPORATION

By _____

(Signature of Authorized Officer or Agent)

Gui Ponce de Leon

(Type or print name)

Alphaive Corporation / Project Management Associates, Inc.

(Name of Corporation)

By _____

(Signature of Authorized Officer or Agent)

(Type or print name)

(Name of Corporation)

ATTACHMENT - A

CERTIFICATE OF MERGER

**PROJECT MANAGEMENT ASSOCIATES, INC.
AND
ALPHA FIVE CORPORATION**

The manner and basis of converting shares are as follows:

Immediately upon the effective date of the merger, each share of stock of ALPHA FIVE CORPORATION outstanding in the hands of any shareholder, ipso facto, without any action on the part of the holder thereof, shall automatically become and be converted into common stock of the Surviving Corporation at the rate of one share of common stock of the Surviving Corporation for each one share of the stock of PROJECT MANAGEMENT ASSOCIATES, INC.; and each outstanding certificate representing shares of stock of PROJECT MANAGEMENT ASSOCIATES, INC. shall thereupon be deemed for all corporate purposes (other than the payment of dividends) to evidence the ownership of the number of fully paid, nonassessable shares of common stock of the Surviving Corporation into which such shares of common stock of PROJECT MANAGEMENT ASSOCIATES, INC. shall have been so converted.