

**P9600026387**

**Florida Department of State**

Division of Corporations  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**LVI ENVIRONMENTAL SERVICES INC.**

Certificate of Status	0
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*Merger*  
*KLB*  
*7-31*

ARTICLES OF MERGER  
Merger Sheet

MERGING:

LVI ENVIRONMENTAL SERVICES, INC., a Pennsylvania corporation not  
qualified in Florida

INTO

LVI ENVIRONMENTAL SERVICES INC. which changed its name to  
LVI ENVIRONMENTAL SERVICES, INC., a Florida entity, P96000026387

File date: July 31, 2001

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 31, 2001

LVI ENVIRONMENTAL SERVICES INC.  
80 BROAD STREET  
3RD FLOOR  
NEW YORK, NY 10004US

SUBJECT: LVI ENVIRONMENTAL SERVICES INC.  
REF: P96000026387

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Darlene Connell  
Corporate Specialist

FAX Aud. #: H01000085988  
Letter Number: 601A00044227

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

STATE OF FLORIDA  
ARTICLES OF MERGER  
OF

LVI ENVIRONMENTAL SERVICES, INC.  
a Pennsylvania corporation,

INTO

LVI ENVIRONMENTAL SERVICES INC.  
a Florida corporation

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TALLAHASSEE, FLORIDA

PURSUANT TO Section 607.1105 of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger:

1. The Plan of Merger is attached hereto as Exhibit A.
2. The effective date of the merger shall be the date these Articles of Merger are filed.
3. The Plan of Merger was adopted by the Board of Directors and approved by the sole shareholder of LVI Environmental Services, Inc., a Pennsylvania corporation (the "Merging Corporation"), on July 30, 2001. The Plan of Merger was adopted by the Board of Directors and approved by the Board of Directors and approved by the sole shareholder of LVI Environmental Services, Inc, a Florida corporation (the "Surviving Corporation"), on July 30, 2001.

Signed this 30th day of July, 2001.

LVI ENVIRONMENTAL SERVICES, INC., a  
Pennsylvania corporation

By: [Signature]  
Timothy Bailey, President

LVI ENVIRONMENTAL SERVICES, INC., a  
Florida corporation

By: [Signature]  
Burton T. Fried, President

**PLAN OF MERGER**  
(LVI ENVIRONMENTAL SERVICES, INC. into LVI ENVIRONMENTAL SERVICES  
INC.)

July THIS PLAN OF MERGER is made and entered into as of the 30<sup>th</sup> day of July, 2001, by and between LVI ENVIRONMENTAL SERVICES, INC., a Pennsylvania corporation (hereinafter referred to as the "Pennsylvania Corporation"), and LVI ENVIRONMENTAL SERVICES INC., a Florida corporation (hereinafter referred to as the "Florida Corporation").

**WITNESSETH:**

WHEREAS, the Boards of Directors of the Pennsylvania Corporation and the Florida Corporation have each adopted and recommended to the sole shareholder of their respective corporations this Plan of Merger whereby the Pennsylvania Corporation will be merged with and into the Florida Corporation, with the Florida Corporation becoming the surviving corporation (the "Merger"); and

WHEREAS, the sole shareholder of the Pennsylvania Corporation is also the sole shareholder of the Florida Corporation and has approved this Plan of Merger in his capacity as sole shareholder of each of the Pennsylvania Corporation and the Florida Corporation.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, hereby agree as follows:

1. Merger. Upon the execution of this Plan of Merger and the filing of Articles of Merger as set forth in Section 3 hereof, the Pennsylvania Corporation shall be merged with and into the Florida Corporation, the separate existence of the Pennsylvania Corporation shall cease and the Florida Corporation shall continue as the surviving corporation.

2. Name of Surviving Corporation. The name of the surviving corporation shall be LVI ENVIRONMENTAL SERVICES, INC.

3. Articles of Merger. Upon execution of this Plan of Merger, the parties hereto shall cause the Merger to be consummated by delivering to the Department of State of the State of Florida, together with the appropriate fee, Articles of Merger prepared in accordance with the requirements of Section 607.1105, Florida Statutes, and by delivering to the Department of State of the Commonwealth of Pennsylvania, together with the appropriate fee, Articles of Merger prepared in accordance with 15 Pa.C.S.A. § 1926. The Merger shall become effective, without further act, upon the filing of the Articles of Merger with the Florida Department of State or upon the filing of the Articles of Merger with the Pennsylvania Department of State, whichever shall occur first.

4. Articles of Incorporation, Bylaws, Directors and Officers of Surviving Corporation. The Articles of Incorporation and the Bylaws of the Florida Corporation in effect immediately prior to the Merger shall be the Articles of Incorporation and the Bylaws of the surviving corporation until thereafter amended in accordance with applicable law and the provisions of such documents. The directors and officers of the Florida Corporation immediately prior to the Merger shall be the directors and officers of the surviving corporation until their respective successors are duly elected and qualified.

5. Conversion of Shares. On the effective date of the Merger, the sole shareholder of the Pennsylvania Corporation and the Florida Corporation shall surrender all shares held by it in the Pennsylvania Corporation and the Florida Corporation in exchange for one hundred (100) shares of common stock of the surviving corporation.

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

LVI ENVIRONMENTAL SERVICES, INC., a  
Pennsylvania corporation

By: [Signature]

Name: Timothy Fahey

Title: President

ATTEST: [Signature]

Secretary

LVI ENVIRONMENTAL SERVICES INC., a  
Florida corporation

By: [Signature]

Name: Barton T. Fred

Title: President

ATTEST: [Signature]

Secretary