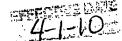
Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000073230 3)))





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To:

Division of Corporations

Pax Number

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: (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM Account Number : FCA00000 REGISE TEIGH ORIGINAL filing

RE-SUBMIT

date of submission

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE

WilsonMiller, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	# 12
Estimated Charge	\$78.75

COVER LETTER

TO:	Amendment Section Division of Corporations		
SÜBJ	ECT: WilsonMiller, Inc.		
	(Name of Surviving	Corporation)	
The ou	colosed Articles of Morgor and fee are subm	sitted for filing.	
-			
Picasc	return all correspondence concerning this	watter to tollowing:	
e. Kimi	barly Sakeberg, Esquire (Connet Person)		
Lewso	n & Weitzen, LLP (Firm/Conpeny)		
88 Bla	ck Falcen Ave., Suite 345 (Address)	_	
Boston	(City/State and Zip Code)		
For fu	rther information concerning this matter, p	ease call:	
Kim R	akeberg	At (617) 439-4990	
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✓c	ertified copy (optional) \$8.75 (Please send a	n additional copy of your document if a certified copy is reques	ited)
	STREET ADDRESS:	MAILING ADDRESS:	
	Amendment Section	Amendment Section	
	Division of Corporations	Division of Corporations P.O. Box 6327	
	Clifton Building 2661 Executive Center Circle	Tallahassee, Florida 32314.	
	Tallahassee, Florida 32301	randidasory fluctua 32314.	



April 1, 2010

FLORIDA DEPARTMENT OF STATE Division of Corporations

WILSONMILLER, INC. 3200 BAILEY LANE SUITE 200 NAPLES, FL 34105US

SUBJECT: WILSONMILLER, INC.

REF: 190331

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

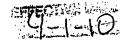
Annette Ramsey Regulatory Specialist II FAX Aud. #: H10000073230 Letter Number: 510A00007966

PECEIVED

2010 APR - 2 AM 8: 90

SECRETARY SESTEDRIDS

FELTAMASSES FLORIDS



ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation ACHA SOFE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation ACHA SOFE, FLORIDA

First: The name and jurisdiction of the g	urviving corporation:	
Name	Jurisdiction	Document Number (if known/ applicable)
WilsonMiller, Inc.	Florida	190331
Second: The name and jurisdiction of ea	ch merging corporation:	•
Name	Jurisdiction	Document Number (If toows/ applicable)
Environmental Aquatic Control, Inc.	Florida	P93000080209
		
'		,
Third: The Plan of Merger is attached.		
Fourth: The merger shall become effect Department of State.	ive on the date the Article	s of Merger are filed with the Florida
	ific date, NOTE: An effective is after merger file date.)	date cannot be prior to the date of filling or more
Fifth: Adoption of Merger by surviving The Plan of Merger was adopted by the s	corporation - (COMPLET hareholders of the survivi	re only one statement) ng corporation on
The Plan of Merger was adopted by the b	oard of directors of the su der approval was not requi	rviving corporation on ired.
Sixth: Adoption of Merger by merging. The Plan of Merger was adopted by the s	corporation(s) (COMPLET hareholders of the mergin	E ONLY ONE STATEMENT) g corporation(s) on
The Plan of Merger was adopted by the b March 31, 2010 and sharehole	oard of directors of the moder approval was not requ	

(Attach additional sheets if necessary)

Seventhi SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
WilsonMiller, Inc.	Dulla.	Permin A. Diaz, President
Environmental Aquatic	Bulling	Fermin A. Diaz, President
Control, Inc.		

		1

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the <u>parent</u> corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u> Мате</u>	<u>Jurisdiction</u> Florida		
WilsonMiller, Inc.			
The name and jurisdiction of each subsidiary co	rporation:		
Name	<u> Jurisdiction</u>		
Environmental Aquatic Control, Inc.	Florida		
	,		
	·		

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: See attached.

PLAN OF MERGER

This Plan of Merger (hereinafter "Plan") is made by and between WilsonMiller, Inc., a corporation organized under the laws of the State of Florida (hereinafter "WM") and Environmental Aquatic Control, Inc., a corporation organized under the laws of the State of Florida (hereinafter "EAC").

WITNESSETH

WHEREAS, WM was duly organized and is existing under the laws of the State of Florida, having been incorporated on January 19, 1956;

WHEREAS, EAC was duly organized and is existing under the laws of the State of Florida, having been incorporated on November 15, 1993 and all of its shares are issued and outstanding to WM;

WHEREAS, EAC is the wholly-owned subsidiary of WM; and

WHEREAS, the Boards of Directors of each of EAC and WM deem it advisable and in the best interests of said domestic corporations that EAC be merged with and into WM with WM as the surviving corporation pursuant to the terms and conditions set forth herein, as authorized by Chapter 607.1105 of the Florida Statutes.

NOW THEREFORE, in consideration of the promises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger and the mode of carrying the same into effect, the parties hereto hereby agree to this Plan, subject to the conditions hereinafter set forth, as follows:

ARTICLE I MERGER AND NAME OF SURVIVING CORPORATION

At the Effective Date, as hercinafter defined, EAC shall be merged with and into WM. The following is stated in accordance with Chapter 607.1105 of the Florida Business Corporation Act.

Name of Parent: WilsonMiller, Inc.

Name of Subsidiary: Environmental Aquatic Control, Inc.

WM shall survive the merger and shall continue its corporate existence governed by the laws of the State of Florida. EAC shall not survive the merger contemplated herein and shall be dissolved in accordance with the laws of the State of Florida and its separate corporate existence shall be terminated by operation of law upon the Effective Date. Shareholder approval is not required according to Section 607.1104 of the Florida Business Corporation Act.

ARTICLE II TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

At the Effective Date:

- (a) EAC and WM shall become a single corporation with EAC merging with and into WM, which shall be the surviving corporation;
- (b) The separate existence of EAC shall cease and EAC shall be dissolved in accordance with the laws of the State of Florida;
- (c) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of

- every kind and description of EAC shall be transferred to, vested in and devolve into WM without further act or deed and all property, rights, and every other interest of EAC shall be the property of WM;
- (d) All corporate acts, plans, policies, contracts, approvals and authorizations of EAC and its shareholders, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of WM and shall be as effective and binding thereon as the same were with respect to EAC; and
- (e) The assets, liabilities, reserves and accounts of EAC shall be recorded on the books of WM in the amounts at which they, respectively, had been carried on the books of EAC subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

ARTICLE III SURRENDER AND CANCELLATION OF EAC STOCK

WM, as the sole shareholder of EAC shall, on or before the Effective Date, surrender all of its shares of stock in EAC. Upon said surrender, all of the outstanding stock of EAC shall be cancelled.

ARTICLE IV TAX CONSEQUENCES

It is intended that the transaction described herein be a statutory merger which shall qualify as a reorganization within the definition of Subparagraph (a)(1)(A) of Section 368 of the Internal Revenue Code of 1986, as amended, being the merger of EAC and WM in accordance with the Florida Business Corporation Act.

ARTICLE Y APPROVAL AND EFFECTIVE TIME OF THE MERGER

- (a) The merger shall become effective as of 12:01 a.m. on April 1, 2010 (the "Effective Date");
- (b) This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida;
- (c) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto; and
- (d) For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

Signature Page Follows

Exsecuted as of the 31st day of March, 2010.

SURVIVING CORPORATION:

WilsonMiller, Inc.

A Florida Corporation

By: _____ Print Name Title:

NON-SURVIVING CORPORATION:

Environmental Aquatic Control, Inc.

A Florida Corporation

By: ______ Print Name:

Title: