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*Merger*  
*Effective date*  
*1-31-06*

SECRETARY OF STATE  
FALL MASSACHUSETTS

06 JAN 27 AM 10:43

FILED

01/27/06--01033--013 \*\*78.75

# **vonBriesen**

von Briesen & Roper, s.c. | Attorneys at Law

Michael A. Allen  
Direct Telephone  
414-287-1401  
411 Building Office  
mallen@vonbriesen.com

January 26, 2006

**VIA FEDERAL EXPRESS**

Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: National Building Maintenance, Inc.

Dear Sir/Madam:

We are enclosing the following documents regarding the Merger of National Building Maintenance, Inc., a Wisconsin Corporation, With and Into National Building Maintenance, Inc. of Florida:

- Plan of Merger and Articles of Merger of National Building Maintenance, Inc. With and Into National Building Maintenance, Inc. of Florida
- Filing fee check in the amount of \$78.75

Please file this document and return a certified copy of the merger document to me in the enclosed prepaid Federal Express envelope.

Feel free to contact me if you have any questions.

Very truly yours,

von BRIESEN & ROPER, s.c.



Michael A. Allen  
Paralegal  
Enclosure  
20350490\_1.DOC

**PLAN OF MERGER AND  
ARTICLES OF MERGER OF**

**NATIONAL BUILDING MAINTENANCE, INC.,  
A Wisconsin Corporation**

**WITH AND INTO**

**NATIONAL BUILDING MAINTENANCE, INC. OF FLORIDA,  
A Florida Corporation**

FILED  
06 JAN 27 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLAN OF MERGER AND ARTICLES OF MERGER made and adopted as of this 24<sup>th</sup> day of January, 2006, in connection with the merger of National Building Maintenance, Inc., a Wisconsin corporation (hereinafter "**WISCONSIN**") with and into National Building Maintenance, Inc. of Florida, a Florida corporation (hereinafter "**FLORIDA**").

WHEREAS, **WISCONSIN** is a corporation duly organized and existing under and by virtue of the laws of the State of Wisconsin and is authorized to issue 2,500 shares of no par value common stock, of which 448 shares have been duly issued and are now outstanding; and

WHEREAS, the principal office of **WISCONSIN** is located at 2062 North Commerce Street, City of Milwaukee, Milwaukee County, Wisconsin 53212, the registered office is W138 N7284 Melville Drive, Menomonee Falls, Wisconsin 53051 and Robin Otto is the Registered Agent in charge thereof and upon whom process against **WISCONSIN** may be served; and

WHEREAS, **FLORIDA** is a corporation duly organized and existing under and by virtue of the laws of the State of Florida and is authorized to issue 1,000 shares of no par value common stock, of which 100 shares have been duly issued and are now outstanding; and

WHEREAS, the registered office of **FLORIDA** is located at 5005 North Hesperides, City of Tampa, Hillsborough County, Florida 33614 and Robert L. Page, Jr. is the Registered Agent in charge thereof upon whom process against **FLORIDA** may be served; and

WHEREAS, the Board of Directors and the shareholders of **WISCONSIN** deem it advisable and to the advantage and welfare of the two corporate parties and to the shareholders that **WISCONSIN** merge with and into **FLORIDA** under and pursuant to the provisions of Chapter 180 of the Wisconsin Statutes and that said Board of Directors and shareholders, by consent resolution, unanimously adopted this Plan of Merger and Articles of Merger and agreed and consented to the taking of all acts to be done pursuant to the terms hereof; and

WHEREAS, the Board of Directors and shareholders of **FLORIDA** deem it advisable and to the advantage and welfare of the two corporate parties and to the shareholders that **WISCONSIN** merge with and into **FLORIDA** under and pursuant to the provisions of the Florida statutes and that said Board of Directors and shareholders, by consent resolution, unanimously adopted this Plan of Merger and Articles of Merger and agreed and consented to the taking of all acts to be done pursuant to the terms hereof.

NOW, THEREFORE, in consideration of the premises and the benefits to be derived hereby, the Plan of Merger and Articles of Merger hereinafter set forth is hereby adopted:

1. Merger. **WISCONSIN** shall be, and is hereby merged with and into **FLORIDA**. This Plan of Merger and Articles of Merger have been approved in accordance with §180.1103 of the Wisconsin Statutes and §607.1103 of the Florida Statutes.

2. Effective Date. This Plan of Merger and Articles of Merger shall become effective as of the close of business on January 31, 2006, the time of such effectiveness being hereinafter called the "Effective Date."

3. Approvals. The Plan of Merger was adopted by the Board of Directors and shareholders of **FLORIDA** on January 24, 2006.

The Plan of Merger was adopted by the Board of Directors and shareholders of **WISCONSIN** on January 24, 2006.

4. Surviving Corporation. **FLORIDA** shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, and the separate corporate existence of **WISCONSIN** shall cease forthwith upon the Effective Date.

5. Authorized Capital. Unless and until the same shall be changed in accordance with the laws of the State of Florida, the authorized capital stock of **FLORIDA** following the Effective Date shall be that stated in its Articles of Incorporation, as follows:

<u>Class</u>	<u>No. of Shares Authorized</u>	<u>No. of Shares Outstanding</u>	<u>Par Value</u>
Common	1,000	100	No

6. Articles of Incorporation. The Articles of Incorporation of **FLORIDA** shall be the Articles of Incorporation of the surviving corporation following the Effective Date, provided said Articles of Incorporation may be amended or repealed in accordance with the provisions thereof or as otherwise provided by law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatever nature conferred in said Articles of Incorporation, herein or by law, upon any shareholder or director or officer of **FLORIDA** or upon any other person whatsoever is subject to this reserved power. Such Articles of Incorporation shall constitute the Articles of Incorporation of **FLORIDA** separate and apart from this instrument and may be separately certified as the Articles of Incorporation of **FLORIDA**.

7. Bylaws. The Bylaws of **FLORIDA** shall be bylaws of **FLORIDA** as the surviving corporation following the Effective Date provided that said Bylaws may be amended or repealed in accordance with the provisions thereof.

8. Further Assurance of Title. If at any time **FLORIDA** shall consider or be advised that any acknowledgements or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to **FLORIDA** as the surviving corporation any right, title or interest in **WISCONSIN** held immediately prior to the Effective Date, **WISCONSIN**, by its last acting officers and directors, shall and will execute and deliver all such acknowledgements or assurance in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in **WISCONSIN** that shall be necessary to carry out the purposes of this instrument, and **FLORIDA** and the proper officers and directors thereof are fully authorized to take any and all such action in the name of **WISCONSIN** or otherwise.

9. Retirement of **WISCONSIN** Common Stock; Book Entries. The parties hereto acknowledge and agree that all of the issued and outstanding shares of common stock of both corporations which are parties hereto are issued to and outstanding in the name of the same two shareholders in different proportions. Upon the Effective Date of this merger, the 448 issued and outstanding shares of the common stock of **WISCONSIN** stock shall be cancelled and, by agreement of the shareholders, ownership of shares in **FLORIDA** as the surviving corporation shall be unchanged.

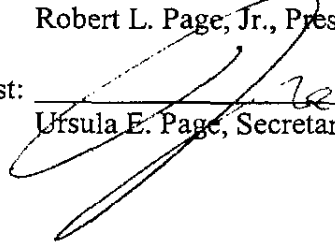
10. Directors and Officers. The directors and officers of the surviving corporation will be the same as the directors and officers of **FLORIDA** immediately prior to the Effective Date, and said officers and directors shall serve in such capacity until their successors shall be duly elected and shall qualify.

11. Miscellaneous; Multiple Counterparts. This Plan of Merger and Articles of Merge may be executed in any number of counterparts and when so executed, shall be taken and deemed to be the original thereof.

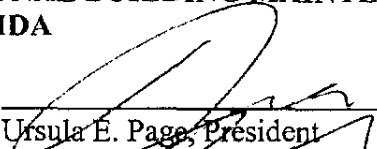
IN WITNESS WHEREOF, this Plan of Merger and Articles of Merger has been made, executed and signed by the president and secretary of each of the merging corporate parties hereto as of the date first set forth above.

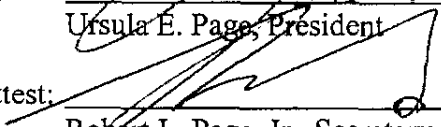
**NATIONAL BUILDING MAINTENANCE, INC.**

By:   
Robert L. Page, Jr., President

Attest:   
Ursula E. Page, Secretary

**NATIONAL BUILDING MAINTENANCE, INC. OF FLORIDA**

By:   
Ursula E. Page, President

Attest:   
Robert L. Page, Jr., Secretary

THIS DOCUMENT WAS DRAFTED BY ROBERT J. LOOTS