

331832

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December 29, 1998

VIA FEDERAL EXPRESS

EFFECTIVE DATE

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

12-31-98

400002726394--2
-12/30/98-01059-004
*****70.00 *****70.00

Re: Florida Mechanical Systems, Inc.
EMES Corporation

Dear Sir:

Enclosed are original and one copy of Articles of Merger for the referenced corporations. Please file the original and return a stamped copy to me. Our check for \$70.00 is enclosed to cover the fees.

If you have any questions concerning the enclosed, please call me. Thank you very much for your cooperation.

Sincerely yours,

KATHLEEN HOLBROOK COLD

KHC/lh

Enclosures

cc: Mr. Roger W. Painter

FILED
98 DEC 30 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signatures and initials: "Morgan", "ORB", "1-12", and "9".

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

EMES CORPORATION, a Florida corporation, document number
P97000030413

INTO

FLORIDA MECHANICAL SYSTEMS, INC., a Florida corporation, 331832.

File date: December 30, 1998 , effective December 31, 1998

Corporate Specialist: Karen Gibson

EFFECTIVE DATE

12-31-98

FILED
98 DEC 30 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

ARTICLES OF MERGER dated the 16 day of December 1998, between FLORIDA MECHANICAL SYSTEMS, INC., a Florida corporation, hereinafter called "FMS" and EMES CORPORATION, a Florida corporation, hereinafter called "EMES."

FMS is a corporation organized and existing under the laws of the State of Florida, with 500,000 shares of authorized common stock of \$.01 par value. EMES is a corporation organized and existing under the laws of the State of Florida with 10,000 shares of authorized common stock of \$1.00 par value.

The Boards of Directors of FMS and EMES respectively deem it desirable and in the best interests of the corporations and their stockholders that EMES be merged into FMS and the corporations desire that they so merge under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES AND THE MUTUAL COVENANTS AND AGREEMENTS HEREIN SET FORTH, AND FOR THE PURPOSES OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, THE PARTIES AGREE, AS FOLLOWS:

1. As soon as the stockholders of FMS and EMES have approved this merger, EMES shall be deemed to have merged with and into FMS which shall survive the merger and which shall have the same name as heretofore. The effective date of this merger shall be December 31, 1998, for tax and accounting purposes.

2. The name of the surviving corporation shall be "Florida Mechanical Systems, Inc." The purposes for which the surviving corporation is formed and the nature of the business to be transacted by it shall be as set forth in the Articles of Incorporation of FMS.

3. On the effective date of the merger, the by-laws of FMS shall be the by-laws of the surviving corporation until the same shall be altered, amended or repealed, or until new by-laws shall be adopted, in accordance with the provisions thereof.

4. The Board of Directors of the surviving corporation shall consist of the present directors of FMS, who shall hold office until the next annual meeting of the stockholders of the surviving corporation, and until their successors have been elected and qualified. The present officers of FMS shall also hold office until their successors have been duly elected and qualified.

5. On the effective date of the merger, the total amount of capital stock of the surviving corporation to be authorized shall be 500,000 shares of \$.01 par value. There are presently outstanding and issued 67,739.88 shares of common stock of FMS and 500 shares of common stock of EMES. Upon the filing of the Articles of Merger by the Secretary of State all of the outstanding capital stock of EMES shall be cancelled without any cash, property, or other consideration being paid or payable therefor other than the assumption of liabilities herein provided for.

6. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description, of FMS including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the surviving corporation, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the surviving corporation as they were of each of the respective corporation, and the title to all real estate vested in either of the corporations shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the surviving corporation. All debts, liabilities and duties of the respective corporations shall, thereafter, be assumed by and attached to the surviving corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred and contracted by the surviving corporation.

7. The surviving corporation shall pay all expenses of the merger agreement and reserves the right to subsequently amend its Certificate of Incorporation at any time hereafter, in accordance with the provisions of the laws of the State of Florida.

IN WITNESS WHEREOF, the parties to this Agreement have caused these presents to be executed in their corporate names, by their presidents, with the corporate seals affixed, all as of the 16 day of December, 1998.

FLORIDA MECHANICAL SYSTEMS, INC.,
a Florida Corporation

ATTEST:

Kathryn S. Lee
Secretary

By Roger W. Painter
President

(Corporate Seal)

EMES CORPORATION,
a Florida Corporation

~~ATTEST:~~ WITNESS:

Kathleen A. Cold
Secretary

By Kathleen A. Cold
President

Leslie B. Haines
(Corporate Seal)

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared ROGER W. PAINTER, to me known as the President of Florida Mechanical Systems, Inc., a Florida corporation, (☒) to me personally known or (☐) who has produced a Florida driver's license as identification, who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and the official seal on this the 16th day of December, 1998.

Kathryn S. Lee
NOTARY PUBLIC
Print Name: KATHRYN S. LEE
Commission No.: _____
My Commission Expires: _____



KATHRYN S. LEE
Notary Public, State of Florida
My Comm. Exp. April 23, 2002
Comm. No. CC 736901

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared KATHLEEN HOLBROOK COLD, to me known as the President of EMES CORPORATION, a Florida corporation, (☒) to me personally known or (☐) who has produced a Florida driver's license as identification, who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and the official seal on this the 29th day of December, 1998.

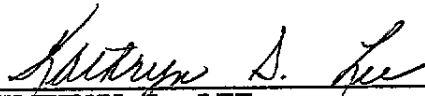
LESLIE B. HAWES
Notary Public, State of Florida
My Comm. expires Oct. 8, 1999
Comm. No. CC 499956

Leslie B. Hawes
NOTARY PUBLIC
Print Name: _____
Commission No.: _____
My Commission Expires: _____

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that he is the Secretary of Florida Mechanical Systems, Inc., a Florida corporation, and that the foregoing Articles of Merger of EMES Corporation, a Florida corporation, into Florida Mechanical Systems, Inc., a Florida corporation, was unanimously approved by the owners of 100% of the issued and outstanding stock of Florida Mechanical Systems, Inc., a Florida corporation at a Special Meeting of the stockholders held at Jacksonville, Florida on the 16 day of December 1998, at 10:00 a.m., and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 16 day of December 1998, as Secretary of Florida Mechanical Systems, Inc., a Florida corporation, at Jacksonville, Florida.




KATHRYN S. LEE,
Secretary

(Corporate Seal)

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that he is the Secretary of EMES CORPORATION, a Florida corporation, and that the foregoing Articles of Merger of EMES Corporation, a Florida corporation, into Florida Mechanical Services, Inc., a Florida corporation, was unanimously approved by the owners of 100% of the issued and outstanding stock of EMES Corporation, a Florida corporation, at a Special Meeting of the stockholders held at Jacksonville, Florida on the 16 day of December, 1998, at 10:00 a.m., and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 16 day of December 1998, as Secretary of EMES Corporation, a Florida corporation, at Jacksonville, Florida.



ROGER W. PAINTER, Secretary

(Corporate Seal)