

Division of Corporations

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474561

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

EDD HELMS, INCORPORATED

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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

EDD HELMS ELECTRICAL CONTRACTING, INC., a Florida corporation,
661670

INTO

EDD HELMS, INCORPORATED, a Florida corporation, 474561

File date: July 12, 1999

Corporate Specialist: Darlene Connell

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 9, 1999

EDD HELMS, INCORPORATED
17850 NE 5TH AVE
MIAMI, FL 33162US

SUBJECT: EDD HELMS, INCORPORATED
REF: 474561

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Darlene Connell
Corporate Specialist

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**ARTICLES OF MERGER
OF
EDD HELMS ELECTRICAL CONTRACTING, INC.,
A FLORIDA CORPORATION
AND
EDD HELMS, INCORPORATED,
A FLORIDA CORPORATION**

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, EDD HELMS ELECTRICAL CONTRACTING, INC., a Florida corporation, and EDD HELMS, INCORPORATED, a Florida corporation, adopt the following Articles of Merger for the purpose of merging Edd Helms Electrical Contracting, Inc. with and into Edd Helms, Incorporated (the "Merger").

- FIRST:** The Plan of Merger is attached hereto as Exhibit A and incorporated herein.
- SECOND:** The Merger is to be effective immediately upon filing of these Articles of Merger with the Florida Secretary of State.
- THIRD:** The Plan of Merger was adopted by the written consent of the sole shareholder of Edd Helms Electrical Contracting, Inc. and the unanimous written consent of the shareholders of Edd Helms, Incorporated, each dated March 26th, 1999.

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be signed in its corporate name on the 7 day of July, 1999.

**EDD HELMS ELECTRICAL CONTRACTING,
INC.**

a Florida corporation

By: Edd Helms (Edd Helms)

Its: President (President)

EDD HELMS, INCORPORATED

a Florida corporation

By: Edd Helms (Edd Helms)

Its: President (President)

Prepared by:

St. John Dougherty, Esq.

Berger Davis & Singerman, P.A.

100 N.E. 3rd Ave., #400

Fort Lauderdale, FL 33301

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EXHIBIT A
PLAN OF MERGER

1. Names of Merging Corporations

Edd Helms Electrical Contracting, Inc., a Florida corporation ("EHECI"), shall be merged with and into Edd Helms, Incorporated, a Florida corporation ("EHI").

2. Terms and Conditions of the Proposed Merger

2.1 The Merger

The Merger shall occur at the Effective Time, as defined below, at which time the separate existence of EHECI shall cease. EHI shall be the surviving corporation (the "Surviving Corporation"). The name of the surviving corporation shall continue to be Edd Helms, Incorporated, and EHI's corporate existence, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. (EHECI and EHI are hereinafter sometimes collectively referred to as the "Constituent Corporations").

2.2 The Surviving Corporation

At the Effective Time of the Merger, the effect of the Merger shall be as provided in the applicable provisions of the Florida Business Corporation Act (the "FBCA").

The identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of EHI shall continue unaffected and unimpaired by the Merger; and the corporate franchises, existence and rights of EHECI shall be merged with and into EHI; and EHI, as the Surviving Corporation, shall be fully vested therewith.

At the Effective Time of the Merger, the separate existence of EHECI shall cease and, in accordance with the terms of the merger agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, and all property, real, personal and mixed; and all debts due on whatever account, including subscriptions to shares, all taxes, including those due and owing and those accrued, and all other choses in action, and all and every other interest of or belonging to or due to EHECI and EHI shall be taken and deemed to be transferred to, and vested in, the Surviving Corporation without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of EHECI and EHI; and the title to any real estate, or interest therein, whether by deed or otherwise, vested in EHECI and EHI, shall not revert or be in any way impaired by reason of the Merger.

This instrument was prepared by:
St. John Daugherty, Esq.
Lic. #937274
Tel. 954-525-9900
Berger Davis & Singerman, PA
100 N.E. Third Avenue, Suite 400
Fort Lauderdale, Florida 33301

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The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of EHECI and EHI; and any claim existing, or action or proceeding pending, by or against EHECI or EHI may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in their place. Neither the rights of creditors nor any liens upon the property of EHECI or EHI shall be impaired by the Merger; and all debts, liabilities and duties of EHECI and EHI shall attach to the Surviving Corporation, and may be enforced against such Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by such Surviving Corporation.

The Constituent Corporations shall execute, deliver, acknowledge and record any and all documents necessary or appropriate to confirm and perfect the transfer of assets and property to the Surviving Corporation.

2.3 Articles of Incorporation

The Articles of Incorporation of EHI as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the FBCA.

2.4 Bylaws

The Bylaws of EHI as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in the manner provided in such Bylaws and in accordance with the FBCA.

3. Manner and Basis of Converting Shares

3.1 Conversion

Each one (1) share of EHECI common stock ("EHECI Stock") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, and without any action on the part of the holders thereof, automatically be converted into one (1) fully paid and non-assessable share of common stock of EHI ("EHI Stock") at the Effective Time of the Merger.

3.2 Treasury Shares

Any shares of EHECI Stock held as treasury shares by EHECI, and the shares of EHI Stock held by EHI as a result of the Merger, shall be canceled and retired at the Effective Time. No consideration shall be delivered or paid in exchange for treasury shares of EHECI Stock.

3.3 Fractional Shares

No fractional shares of EHI Stock will be created as a result of the Merger, due to the 1:1 conversion ratio set forth in section 3.1.

4. Effective Date of the Merger

The Merger shall become effective immediately upon the filing of Articles of Merger incorporating this Plan with the Florida Secretary of State (the "Effective Time").