

621417

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**MERGER OR SHARE EXCHANGE**

**Gaffin Industrial Services, Inc.**

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ARTICLES OF MERGER  
MERGING GAFFIN PROPERTIES, LLC  
INTO GAFFIN INDUSTRIAL SERVICES, INC.

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act, GAFFIN INDUSTRIAL SERVICES, INC., a Florida corporation, as the Surviving Entity, hereby delivers these Articles of Merger for the purpose of merging GAFFIN PROPERTIES, LLC, a Florida limited liability company, into GAFFIN INDUSTRIAL SERVICES, INC., a Florida corporation.

1. A copy of the Plan of Merger adopted by the constituent entities (the "Plan") is attached hereto as Exhibit A.
2. The Plan was approved by GAFFIN INDUSTRIAL SERVICES, INC., in accordance with the applicable provisions of the Florida Business Corporation Act. 621417
3. The Plan was approved by GAFFIN PROPERTIES, LLC, in accordance with applicable provisions of the Florida Limited Liability Company Act. 609

Dated: October 1, 2009

GAFFIN INDUSTRIAL SERVICES, INC.

By: Mark A. Gaffin  
Name: Mark A. Gaffin  
Title: President

GAFFIN PROPERTIES, LLC

By: Mark A. Gaffin  
Name: Mark A. Gaffin  
Title: Manager

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Exhibit A

## PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by GAFFIN INDUSTRIAL SERVICES, INC., a Florida corporation ("GIS"), and GAFFIN PROPERTIES, LLC, a Florida limited liability company ("Gaffin Properties"), for the purpose of merging Gaffin Properties into GIS pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act. GIS is sometimes referred to herein as the "Surviving Entity".

1. Parties to the Merger. The parties to the merger are GAFFIN INDUSTRIAL SERVICES, INC., a Florida corporation, and GAFFIN PROPERTIES, LLC, a Florida limited liability company. The name of the surviving entity is GAFFIN INDUSTRIAL SERVICES, INC.
2. Terms and Conditions of the Merger.
  - (a) Effect of Merger. On the Effective Date (as defined in Section 4 of this Plan), Gaffin Properties will be merged with and into GIS pursuant to and in accordance with Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act. The separate existence of Gaffin Properties shall thereupon cease, and GIS, as the Surviving Entity, shall be fully vested in the rights, privileges, immunities, powers and franchises of Gaffin Properties, subject to its restrictions, liabilities, disabilities, and duties.
  - (b) Articles of Incorporation. The Articles of Incorporation of GIS as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Entity.
  - (c) Directors and Officers. The directors and officers of GIS in place immediately prior to the Effective Date shall be the directors and officers of the Surviving Entity.
3. Treatment of Equity Interests.
  - (a) GIS. On and after the Effective Date, each share of capital stock of GIS currently issued and outstanding shall remain issued and outstanding, and shall represent the issued and outstanding capital stock of the Surviving Entity.
  - (b) Gaffin Properties. Each membership interest of Gaffin Properties outstanding immediately prior to the Effective Date shall, automatically and without the need for any action by any party, be cancelled upon the Effective Date.
4. Effective Date. The merger of Gaffin Properties into GIS will become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

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