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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 NOV 22 AM 10:20

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

EFFECTIVE DATE

Jan 1, 2012

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

Email Address: _____

MERGER OR SHARE EXCHANGE
AMEC ENVIRONMENT & INFRASTRUCTURE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04 10
Estimated Charge	\$70.00

RE-SUBMIT

Please retain original filing
date of submission 11/22

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AMEC Environment & Infrastructure, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Contact Person

Firm/Company

Address

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person

At (_____) _____

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



November 23, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

AMEC ENVIRONMENT & INFRASTRUCTURE, INC.

2020 WINSTON PARK DRIVE

SUITE 700

OAKVILLE, ON L6H6X-7CA

SUBJECT: AMEC ENVIRONMENT & INFRASTRUCTURE, INC.

REF: F00000004389

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 must contain the provisions of the plan of merger or the plan of merger must be attached.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H11000276523
Letter Number: 811A00026482

RE-SUBMIT

Please retain original filing
date of submission 11/22

RECEIVED

11 DEC -2 AM 8:02

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
Jan 1, 2012

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>AMEC Environment & Infrastructure, Inc.</u>	<u>Nevada</u>	<u>F00000004389</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>AMEC-BCI Engineers & Scientists, Inc.</u>	<u>Florida</u>	<u>638195</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

11 NOV 22 AM 10:20

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 / 01 / 2012 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 15, 2011.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 9, 2011.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

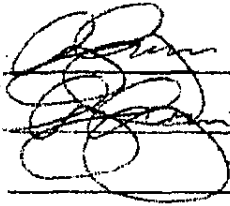
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

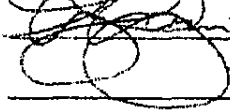
Typed or Printed Name of Individual & Title

AMEC Environment & Infrastructure, Inc.



Gregory R. Gerrish, Assistant Secretary

AMEC-BCI Engineers & Scientists, Inc.



Gregory R. Gerrish, Assistant Secretary

**AGREEMENT AND PLAN OF MERGER
OF
AMEC-BCI ENGINEERS & SCIENTISTS, INC.
WITH AND INTO
AMEC ENVIRONMENT & INFRASTRUCTURE, INC.**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is by and between AMEC-BCI Engineers & Scientists, Inc., a Florida corporation (the "Merging Corporation"), and AMEC Environment & Infrastructure, Inc., a Nevada corporation (the "Surviving Corporation") (the Merging Corporation and the Surviving Corporation are hereinafter collectively referred to as the "Constituent Corporations").

BACKGROUND STATEMENT

National Ventures, Inc. owns 100% of the issued and outstanding capital stock of the Surviving Corporation and the Surviving Corporation owns 100% of the issued and outstanding capital stock of the Merging Corporation. The Board of Directors and shareholder of each of the Constituent Corporations have determined that it is in the best interests of each such corporation to merge to more efficiently and effectively transact and carry on their businesses (the "Merger").

PLAN AND AGREEMENT

In consideration of the premises and pursuant to the terms and conditions hereinafter set forth, the parties to this Plan agree that, in accordance with the terms of this Plan and the applicable statutes of the State of Florida and the State of Nevada, the Constituent Corporations shall make appropriate filings with the Secretary of the State of Florida and the Secretary of the State of Nevada, the Merging Corporation shall be merged with and into the Surviving Corporation, and the terms and conditions of the Merger and the mode of carrying the Merger into effect shall be as follows:

1. *The Merger and Surviving Corporation.* At the Effective Time (as hereinafter defined) of the Merger, pursuant to the Nevada Revised Statutes, the Merging Corporation shall be merged with and into the Surviving Corporation, which shall be the surviving corporation after the Merger and which shall continue to exist as a corporation created and governed by the laws of the State of Nevada under the name of "AMEC Environment & Infrastructure, Inc."

2. *Effective Time of the Merger.* The Merger shall become effective on January 1, 2012 at 12:02:00 a.m. PST (the "Effective Time").

3. *Effect of Merger.* The separate existence of the Merging Corporation shall cease upon the Effective Time pursuant to the laws of the State of Florida; and AMEC Environment & Infrastructure, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Nevada Revised Statutes. Without limiting any provisions of applicable law of the State of Nevada, at the Effective Time:

- (a) the Constituent Corporations shall be merged into a single corporation, which shall be the Surviving Corporation;
- (b) the separate existence of the Merging Corporation shall cease;
- (c) the Surviving Corporation shall have all of the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Nevada Revised Statutes;
- (d) the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of each of the Constituent Corporations;
- (e) all property, real, personal and mixed, and all debt due on whatever account, and all other choses in action, all other effects under the Nevada Revised Statutes, and all and every other interest, including, without limitation, contracts that are executory in any respect, of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed;
- (f) title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger;
- (g) the Surviving Corporation shall be responsible and liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations;
- (h) any claim existing or action or proceeding, civil or criminal, pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place or the Surviving Corporation may be substituted in its place, and any judgment rendered against either of the Constituent Corporations may be enforced against the Surviving Corporation; and
- (i) neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

4. *Cancellation of the Merging Corporation Shares.* The issued shares of the Merging Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Time shall be surrendered and extinguished and no payment shall be made in respect thereof.

5. *Surviving Corporation Shares.* The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the Effective Time shall continue to represent one issued share of the Surviving Corporation.

6. *Certificate of Incorporation.* The Certificate of Incorporation following the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

7. *Bylaws.* The Bylaws of the Surviving Corporation as in effect at the Effective Time shall continue to be the Bylaws of the Surviving Corporation until amended as provided in such Bylaws.

8. *Directors and Officers.* The persons who are the directors and officers of the Surviving Corporation as of the Effective Time shall be the directors and officers of the Surviving Corporation until changed in accordance with the Bylaws of the Surviving Corporation and applicable law. The Board of Directors and the proper officers of the Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan or of the Merger.

9. *Amendment; Termination and Abandonment.* This Plan may be supplemented or amended in any manner at any time and from time to time prior to the Effective Time by the mutual consent of the Surviving Corporation and the Merging Corporation without any action by the shareholders of the Surviving Corporation or the Merging Corporation; provided, however, that any amendment, modification or supplement to this Plan that provides for any changes in the Certificate of Incorporation of the Surviving Corporation shall require the approval of the shareholders of the Surviving Corporation. This Plan may be terminated and the Merger abandoned at any time prior to the filing of a certificate of merger with the Secretary of the State of Nevada by action taken by the respective Boards of Directors of the Constituent Corporations.

10. *Further Assurances.* If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances or any other things are necessary or desirable to vest in the Surviving Corporation, in accordance with the terms of this Plan, the title of any property or rights of the Merging Corporation, or otherwise to carry out this Plan or the Merger, the last acting officers and directors of the Merging Corporation or the corresponding officers and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out this Plan or the Merger.

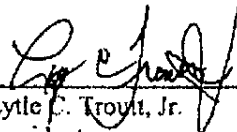
11. *Counterparts.* This Plan may be executed in multiple counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Plan or its terms to produce or account for more than one of such counterparts.

(Signatures follow on next page)

IN WITNESS WHEREOF, this Plan is duly executed and delivered by a duly authorized officer of each of the Constituent Corporations on November 15, 2011.

THE MERGING CORPORATION:

AMEC-BCI ENGINEERS & SCIENTISTS,
INC.

By: 
Lytle C. Trout, Jr.
President

THE SURVIVING CORPORATION:

AMEC ENVIRONMENT &
INFRASTRUCTURE, INC.

By: _____
John J. Clarke
Executive Vice President, Finance
& Treasurer

IN WITNESS WHEREOF, this Plan is duly executed and delivered by a duly authorized officer of each of the Constituent Corporations on November 15, 2011.

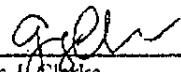
THE MERGING CORPORATION:

**AMEC-BCI ENGINEERS & SCIENTISTS,
INC.**

By: _____
Lytle C. Trout, Jr.
President

THE SURVIVING CORPORATION:

**AMEC ENVIRONMENT &
INFRASTRUCTURE, INC.**

By: 
John J. Clarke
Executive Vice President, Finance
& Treasurer