

FD 000005948

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000306287 3)))

EFFECTIVE DATE
12-31-07



H070003062873ABCO

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From:
Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 DEC 27 AM 9:16

MERGER OR SHARE EXCHANGE

STANTEC CONSULTING SERVICES INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

RECEIVED
2007 DEC 27 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

*PS 12/27/07
Meyer*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2007 DEC 27 AM 9:16 (H07000306287 3))

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)
STANTEC CONSULTING SERVICES INC.	New York	F01000005948

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
DH TESTING SERVICES, INC.	Florida	P05000107201.

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 12 / 31 / 07 (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 December 20, 2007

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)

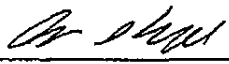
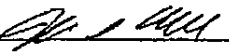
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 20, 2007

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)

((H07000306287 3))

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Stantec Consulting Services Inc.</u>		<u>Jeffrey S. Lloyd, Vice President</u>
<u>DH Testing Services, Inc.</u>		<u>Jeffrey S. Lloyd, Vice President</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

((H07000306287 3))

(((H07000306287 3)))

**AGREEMENT AND PLAN OF MERGER
OF
DH TESTING SERVICES, INC.
INTO
STANTEC CONSULTING SERVICES INC.**

The following constitutes the Agreement and Plan of Merger DH TESTING SERVICES, INC. and STANTEC CONSULTING SERVICES INC. (collectively, the "Constituent Corporations") in compliance with Section 902 of New York's Business Corporation Law and Section 607.1101 of the Florida Statutes:

1. The names of each corporation to be merged are DH TESTING SERVICES, INC., a Florida profit corporation, which was originally formed under the name Southwest Testing, Inc. and STANTEC CONSULTING SERVICES INC., a New York corporation, which was originally formed under the name Manhasset Civil Engineers, Inc. (the "Surviving Corporation").

2. STANTEC CONSULTING SERVICES INC. is the name of the surviving corporation.

3. The designation and number of outstanding shares of each class of each Constituent Corporation are as follows:

<u>Name of Corporation</u>	<u>Outstanding Shares</u>
DH TESTING SERVICES, INC.	50 common shares with no par value
STANTEC CONSULTING SERVICES INC.	339,668.68737 common voting shares with a par value of \$0.10 each and 15,123 common non-voting shares with a par value of \$0.10 each

4. The terms and conditions of the merger are as follows:

As of the effective date of this merger,

a) The separate legal existence of DH Testing Services, Inc. shall cease and said corporation shall be merged into the Surviving Corporation; and

b) All of the outstanding shares of DH Testing Services, Inc. shall be cancelled and no change shall be effected with respect to the shares of the Surviving Corporation; and

(((H07000306287 3)))

((H07000306287 3))

c) The Surviving Corporation shall continue in existence and shall, without transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations and the rights, privileges, powers and purposes of each of the Constituent Corporations, and all property, real or personal, and all debts due to each of said corporations on whatever account, as well as for share subscriptions as all other things in action or belonging to each of such corporations, shall be vested in the Surviving Corporation.

5. No changes to the Certificate of Incorporation of the Surviving Corporation shall be effected by this merger.

6. The date and jurisdiction in which the respective certificates of incorporation of each Constituent Corporation were filed are as follows:


<u>Name of Corporation</u>	<u>Date of Incorporation</u>	<u>Jurisdiction</u>
DH TESTING SERVICES, INC.	August 1, 2005	Florida
STANTEC CONSULTING SERVICES INC.	August 27, 1929	New York

7. This Agreement and Plan of Merger may be abandoned by the adoption of a resolution by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of a Certificate of Merger with respect hereto.


8. The foregoing Merger shall be effective as of December 31, 2007.

IN WITNESS WHEREOF, the undersigned have duly executed this Plan as of this 20th day of December 2007.

DH TESTING SERVICES, INC.

By: 
Jeffrey S. Lloyd, Vice President

STANTEC CONSULTING SERVICES INC.

By: 
Jeffrey S. Lloyd, Vice President

849831

((H07000306287 3))