

Florida Department of State
Division of Corporations
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To:

Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC 29 PM 2:44

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

Email Address:

see coverMERGER OR SHARE EXCHANGE
UC SYNERGETIC, INC.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$70.00

EFFECTIVE DATE
12-31-07

2009 DEC 29 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA*Merger**12-29-07*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: UC Synergetic, 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

mtalley@ucsynergetic.com
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

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
12/31/09

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>UC Synergetic, Inc.</u>	<u>South Carolina</u>	<u>F03000000181</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>PowerComm Engineering, Inc.</u>	<u>Florida</u>	<u>P00000081572</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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TALLAHASSEE, FLORIDA

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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 / 2009 (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 22, 2009.

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 22, 2009.

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

UC Synergetic, Inc.

W. E. McMahan, Jr.

W. Edwin McMahan, Jr., Secretary

PowerComm Engineering,

W. E. McMahan, Jr.

W. Edwin McMahan, Jr., Secretary

Inc.

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

UC Synergetic, Inc.

South Carolina

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

PowerComm Engineering, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

See Attached Plan of Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

**PLAN OF MERGER
OF
POWERCOMM ENGINEERING, INC. (Florida),
INTO
UC SYNERGETIC, INC. (South Carolina)**

This **PLAN OF MERGER** is dated December 22, 2009, and was adopted by the Boards of Directors of each of UC SYNERGETIC, INC., a South Carolina surviving corporation (the "*Surviving Corporation*") and POWERCOMM ENGINEERING, INC. a Florida merging corporation, (the "*Merging Corporation*"), pursuant to S.C. Code of Laws, Title 33, Chapter 11 and Fla. Stat. § 607.1101.

W I T N E S S E T H:

WHEREAS, the Board of Directors of the Surviving Corporation deems it advisable and in the best interests of the Surviving Corporation and its shareholders that the Merging Corporation be merged with and into the Surviving Corporation (the "*Merger*") upon the terms and conditions set forth herein and in accordance with Title 33, Chapter 11 of the S.C. Code of Laws (the "*SC Code*") and Section 607.1101 of the Florida Statutes (the "*Florida Code*"); and

WHEREAS, the Board of Directors of the Surviving Corporation and the Board of Directors of the Merging Corporation have recommended the Merger and this Plan of Merger to the shareholders of the Surviving Corporation and the Merging Corporation, respectively, and the shareholders of the Surviving Corporation and the Merging Corporation have reviewed and approved this Plan of Merger;

NOW, THEREFORE, the Board of Directors and shareholders of the Surviving Corporation and the Board of Directors and shareholders of the Merging Corporation approve the Merger on the following terms and conditions:

1. The Surviving Corporation, is a South Carolina corporation and has its principal office in Fort Mill, York County, South Carolina.
2. The Merging Corporation is a Florida Corporation and has its principal office in Tampa, Hillsborough County, Florida.
3. The Merging Corporation will merge into the Surviving Corporation under the Articles of Merger, pursuant to and with the effects provided in the applicable provisions of the SC Code and the Florida Code.
4. The name of the surviving Corporation shall be UC SYNERGETIC, INC., a South Carolina Corporation.
5. The Merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan of Merger. Upon the Merger becoming effective, the corporate existence of the Merging Corporation

will cease, and the corporate existence of the Surviving Corporation will continue. The time when the Merger becomes effective is hereinafter referred to as the "Effective Time" (which is set forth below).

6. At the Effective Time, the shares of the Merging Corporation' Common Stock issued and outstanding immediately prior to the Effective Time shall, without any action on the part of the holders thereof or the Merging Corporation party to this Merger, be canceled and retired, and the certificates evidencing ownership thereof shall provide the holder with no rights or privileges.
7. The persons constituting the Board of Directors of the Surviving Corporation upon the Effective Time shall continue to constitute the Board of Directors of the Surviving Corporation (until their terms expire or until their successors are elected and qualified) and the Articles of the Surviving Corporation and the Bylaws of the Surviving Corporation after the Merger shall have become effective and shall be the present Articles of the Surviving Corporation and the Bylaws of the Surviving Corporation.
8. Articles of Merger setting forth, among other things, this Plan of Merger, shall be delivered to the Secretary of State of South Carolina and the Secretary of State of Florida for filing.
9. The Effective Time of the Merger contemplated and provided for herein shall be 5:00 p.m. on December 31, 2009; provided that the Board of Directors of the Surviving Corporation may decide to terminate this Merger before the Effective Time by notifying the Secretary of State of South Carolina and the Secretary of Florida of such termination.

UC SYNERGETIC, INC. (South Carolina)

By: W. Edwin McMahan, Jr.

Name: W. Edwin McMahan, Jr.

Title: Secretary

POWERCOMM ENGINEERING, INC.
(Florida)

By: W. Edwin McMahan, Jr.

Name: W. Edwin McMahan, Jr.

Title: Secretary