

F110000001732

Florida Department of State
Division of Corporations
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.

(((H11000176869 3)))



H110001768693ABC6

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 : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
WAI ASSOCIATES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED

11 JUL -8 AM 8:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*File Second
*File After Withdrawal

FILED
11 JUL -8 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature: *Hand*
Handwritten text: *Change*
Handwritten date: *7-8-11*
Handwritten initials: *DC*

H11000176869 3

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on June 30, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

H11000176869 3

H11000176869 3

110630000 208

CT-07

CERTIFICATE OF MERGER
OF
WEIDLINGER ASSOCIATES, INC.
INTO
WAI ASSOCIATES, INC.
UNDER

SECTION 904 OF THE NEW YORK BUSINESS CORPORATION LAW

1. The names of the constituent corporations and the surviving corporation are as follows:

- (a) The names of the constituent corporations are:

Weidlinger Associates, Inc.; fictitious name in New York as
"Weidlinger Associates, Consulting Engineers, P.C."; and

WAI Associates, Inc.

- (b) The name of the surviving corporation is:

WAI Associates, Inc., (originally, "Testing Laboratories of New York,
Inc.")

2. The designation and number of outstanding shares of each class and series of each constituent corporation and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and Number of Shares Outstanding</u>	<u>Shares Entitled to Vote</u>
Weidlinger Associates, Inc.	Common Stock 19,205 Shares	Common Stock 19,205 Shares
WAI Associates, Inc.	Common Stock 1,280,586 Shares	Common Stock 1,280,586 Shares

3. Each constituent corporation was incorporated in the state of its incorporation and authorized to do business in the State of New York through the filing of its certificate of incorporation or equivalent document in the applicable state and, in the case of Weidlinger Associates, Inc., through the filing of its authority to do business in the State of New York as follows:

NYC/585393.5

H11000176869 3

H11000176869 3

<u>Name of Corporation</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>	<u>Date Authorized to Do Business in New York</u>
Weidlinger Associates, Inc. fictitious name in New York as "Weidlinger Associates, Consulting Engineers, P.C.")	Massachusetts	October 29, 1982	February 17, 1993
WAI Associates, Inc.	New York	August 17, 1920	

4. The merger was authorized by each constituent corporation through the unanimous written consents of its shareholders and board of directors to the adoption of the plan and agreement of merger between the constituent corporations.
5. The merger shall be effective as of July 1, 2011.
6. The certificate of incorporation of the surviving corporation shall be amended effective upon the merger to change the name of the surviving corporation to Weidlinger Associates, Inc. and to decrease the total number of shares of stock which the surviving corporation shall have authority to issue from five million (5,000,000) common shares, \$0.01 par value per share, to five hundred thousand (500,000) common shares, \$0.01 par value per share, as follows:
 - (a) Article 1 of the certificate of incorporation shall be amended and replaced in its entirety with the following:

First: The name of the corporation is Weidlinger Associates, Inc. (hereinafter referred to as the "Corporation").
 - (b) Article 3 of the certificate of incorporation shall be amended and replaced in its entirety with the following:

Third: The total number of shares of stock which the Corporation shall have authority to issue is five hundred thousand (500,000) common shares, \$0.01 par value per share."
7. The amendments to the certificate of incorporation of the surviving corporation provided for in Article 6 above were authorized by the unanimous written consents of its shareholder and board of directors.

H11000176869 3

H11000176869 3

IN WITNESS WHEREOF, the undersigned constituent corporations have subscribed this certificate of merger on the date set forth below and hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by the undersigned and are true and correct.

Date: June 29, 2011

WEIDLINGER ASSOCIATES, INC.,
a Massachusetts corporation



Raymond P. Daddazio
President and Chief Executive Officer

WAI ASSOCIATES, INC.,
a New York corporation



Raymond P. Daddazio
President and Chief Executive Officer

(Signature Page to Certificate of Merger)

H11000176869 3

H11000176869 3

07/20/2011 11:20 010-4/4-4185

OFFICE OF COUNSEL

PAGE 02/05

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(Consolidation or Merger)

Consent is hereby given to the filing of the annexed

Merger

(name of consolidation or certificate of merger)

of Weldinger Associates, Inc. and WAI Associates, Inc.

(name of each constituent entity that is being consolidated or merged)

into WAI Associates, Inc.

(name of consolidated or merged entity)

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is
executed and the seal of the State Education
Department is affixed.

JOHN B. KING, JR.
Acting Commissioner of Education

By:

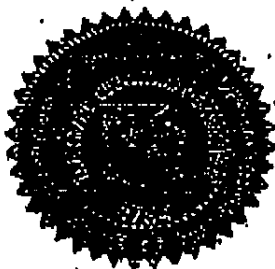
Kathleen Marinelli
Kathleen Marinelli

Commissioner's authorized designee

Date:

8/24/11

THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.



H11000176869 3

H11000176869 3

06/29/2011 11:28 819-474-4188

OFFICE OF COUNSEL

PAGE 08/09

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(Certificate of Amendment with Name Change)

Consent is hereby given to the filing by
WAI Associates, Inc.

(name of entity)
of the enclosed certificate of amendment, including a change of name to
Waidinger Associates, Inc.

(new name)
pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law,
the Business Corporation Law, the Limited Liability Company Law or any other applicable
statute.

This consent is issued solely for purpose of filing the annexed document by the
Department of State and shall not be construed as approval by the Board of Regents, the
Commissioner of Education or the State Education Department of the purposes or objects of such
entity, nor shall it be construed as giving the officers or agents of such entity the right to use the
name of the Board of Regents, the Commissioner of Education, the University of the State of
New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is
executed and the seal of the State Education
Department is affixed.

JOHN E. KING, JR.
Acting Commissioner of Education

By: Kathleen Marnell
Kathleen Marnell

Commissioner's authorized designee

6/27/11
Date

THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNER AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.

H11000176869 3

H11000176869 3

110630000208

CT-07

RECEIVED
2011 JUN 30 AM 8:59

CERTIFICATE OF MERGER

Of
Weidlinger Associates, Inc.
into
WAI Associates, Inc.
Under

Section 904 of the New York Business Corporation Law

Filed by:

Arent Fox LLP, Attorneys at Law
1675 Broadway
New York, New York 10019

NY10-0014107340000000

2011 JUN 30 AM 9:53

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 30 2011

TAX S.

BY: *[Signature]*

DRAWDOWN

CS+ ref# 8184850 my

204

H11000176869 3