

F58841

CT CORPORATION SYSTEM

FILED
00 DEC 28 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

IES Holdings of Florida II, Inc.

merging: Southeast Mechanical Contractors of Tampa, Inc.

800003516508--2
-12/29/00--01001--013
*****70.00 *****70.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name 12/28/00
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

Order#: 3491858

EFFECTIVE DATE
12-31-00

Ref#: _____

Amount: \$ _____

RECEIVED
00 DEC 28 PM 4:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

G. COULLETTE DEC 29 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHEAST MECHANICAL CONTRACTORS OF TAMPA, INC., a Florida
corporation, F58841

INTO

IES HOLDINGS OF FLORIDA II, INC., a Delaware corporation not qualified in
Florida.

File date: December 28, 2000, effective December 31, 2000

Corporate Specialist: Cheryl Coulliette

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
IES Holdings of Florida II, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Southeast Mechanical Contractors of</u> <u>Tampa, Inc.</u>	<u>Florida</u>

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 11:59 p.m. on 12/ 31 / 00 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 27, 2000.

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 27, 2000.

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

Typed or Printed Name of Individual & Title

IES Holdings of
Florida II, Inc.

Southeast Mechanical
Contractors of Tampa, Inc.

c. James E. Mc

James Clements, Treasurer

PLAN OF MERGER

(Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

IES Holdings of Florida II, Inc.

Delaware

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Southeast Mechanical Contractors
of Tampa, Inc.

Florida

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

Southeast Mechanical Contractors of Tampa, Inc. will be merged with and into IES Holdings of Florida II, Inc. with IES Holdings of Florida II, Inc. remaining as the surviving corporation. All of the shares of Southeast Mechanical Contractors of Tampa, Inc. will be converted into shares of IES Holdings of Florida II, Inc.

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:

All of the shares of Southeast Mechanical Contractors of Tampa, Inc. will be converted into the right to receive **500** shares of common stock of IES Holdings of Florida II, Inc.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: