

Document Number Only

H81688

C T CORPORATION SYSTEM

660 East Jefferson Street
Requestor's Name
Tallahassee, Florida 32301
Address
(850) 222-1092
City State Zip Phone

800002835328--4

-04/12/99--01002--023

*****70.00 *****70.00

400002831934--7

-04/07/99--01046--011

*****175.00 *****175.00

CORPORATION(S) NAME

Merger

Hirko Service, Inc

Catalyst Waste-To-Energy Corporation

Florida Security Group Inc.

Montenay K W Corp

Montenay Glen Cove Corp.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign

☐ Amendment

☒ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of R.A.

☐ Limited Liability Partnership

☐ UCC-1 UCC-3

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

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Name Availability	4/9/99
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Verifier	
Acknowledgment	
W.P. Verifier	

**00678, 00572, 02209, 00547, 00672*

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie

APR 7

Please call Melanie

with the amount due

OR any more problems.

sent 175.00

CR2E031 (1-89)

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 APR -7 AM 11:21

RECEIVED

FILED
99 APR -7 PM 4:09
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

CATALYST WASTE-TO-ENERGY CORPORATION OF KEY WEST, INC., a
Fla corp H81688
MONTENAY KW CORP., a Florida corporation J45449
AIRKO SERVICE, INC., a Florida corporation 216817
BIRWELCO, INC., a Delaware corporation
MONTENAY BRONX, INC., a NY corp not authorized to transact business in FL
NEW YORK AIR CONDITIONING CORP, a NY corp not authorized to transact
business in FL

INTO

MONTENAY GLEN COVE CORP., a New York corporation not qualified in
Florida.

File date: April 7, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 7, 1999

From:
Melanie
CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301

SUBJECT: GARDA SECURITY GROUP, INC.
Ref. Number: L01123

RECEIVED
99 APR -9 AM 11:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for GARDA SECURITY GROUP, INC. and check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

?
There is a balance due of \$140.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please call me!
In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$315.00.

2/23/99
The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers. *for each corporation involved in the merger*
If you have any questions concerning the filing of your document, please call (850) 487-6907.

A/c
Annette Ramsey
Corporate Specialist

Today Please 4999
Letter Number: 899A00017642

ARTICLES OF MERGER

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 are:

<u>Name</u>	<u>Jurisdiction</u>
Montenay Glen Cove Corp. ¹	New York

SECOND: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Airko Service, Inc.	Florida
Birwelco, Inc.	Delaware
Catalyst Waste-to-Energy Corporation of Key West	Florida
Montenay Bronx, Inc.	New York
Montenay Glen Cove Corp.	New York
Montenay KW Corp.	Florida
New York Air Conditioning Corp.	New York

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on upon filing.


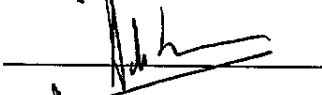
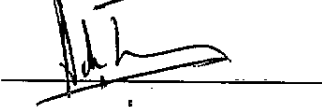
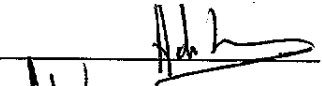

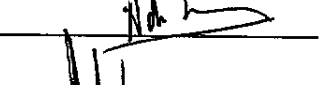

FIFTH: The plan of merger was adopted by the Board of Directors and the shareholders of the surviving corporation on December 15, 1998.

SIXTH: The Plan of Merger was adopted by the boards of directors of the merging corporations and approved by the shareholders of the merging corporations.

¹Montenay Glen Cove Corp. was incorporated under the name M.M.B. Energy Glen Cove Corp.

FILED
99 APR -7 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURES FOR EACH CORPORATION:

<u>Corporation</u>	<u>Signature</u>	<u>Name of individual</u>
Airko Service, Inc.		Axel de Saint-Quentin - Secretary
Birwelco, Inc.		Axel de Saint-Quentin - Secretary
Catalyst Waste-to-Energy Corporation of Key West		Axel de Saint-Quentin - Secretary
Montenay Bronx, Inc.		Axel de Saint-Quentin - Secretary
Montenay Glen Cove Corp.		Axel de Saint-Quentin - Secretary
Montenay KW Corp.		Axel de Saint-Quentin - Secretary
New York Air Conditioning Corp.		Axel de Saint-Quentin - Secretary

PLAN OF MERGER

FIRST: (a) The names of each of the constituent corporations of the merger are: Airko Service, Inc., Birwelco, Inc., Catalyst Waste-to-Energy Corporation of Key West, Garda Security Group, Inc., Montenay Bronx, Inc., Montenay Glen Cove Corp.¹, Montenay KW Corp. and New York Air Conditioning Corporation.

(b) The name of the surviving corporation is Montenay Glen Cove Corp., and following the merger, its name shall remain the same.

SECOND: As to each of the constituent corporations, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and no. of shares in each class or series outstanding</u>	<u>Class or series of shares entitled to vote as a class or series</u>	<u>No. of shares entitled to vote</u>
Airko Service, Inc.	125,000	common	125,000
Birwelco, Inc.	200	common	200
Catalyst Waste-to-Energy Corporation of Key West	2,000	common	2,000
Montenay Bronx, Inc.	100	common	100
Montenay Glen Cove Corp.	10	common	10
Montenay KW Corp.	60	common	60
New York Air Conditioning Corp.	200	common	200

THIRD: Since all of the issued and outstanding shares of the constituent corporations are owned by Montenay International Corp., a New York corporation, on the effective date of the merger all of the issued and outstanding shares of the constituent corporations shall be canceled and no shares of the surviving corporation shall be issued in exchange therefor.

¹Montenay Glen Cove Corp. was incorporated under the name M.M.B. Energy Glen Cove, Inc.

FOURTH: The certificate of incorporation of Montenay Glen Cove Corp. shall remain in full force and effect as the certificate of incorporation of the surviving corporation.

FIFTH: Each of the constituent corporations of the merger has complied with the applicable provisions of its state of incorporation and this merger is permitted by such laws. The manner in which the merger was authorized with respect to each of said corporations was by Unanimous Written Consent of the Board of Directors of each of the boards of directors of the constituent corporations.

The foregoing Plan of Merger was duly adopted by the boards of directors of each constituent corporation on the dates set forth below:

<u>Name of Corporation</u>	<u>Date of Adoption</u>
Airko Service, Inc.	November 30, 1998
Birwelco, Inc.	November 30, 1998
Catalyst Waste-to-Energy Corporation of Key West	November 30, 1998
Montenay Bronx, Inc.	November 30, 1998
Montenay Glen Cove Corp.	November 30, 1998
Montenay KW Corp.	November 30, 1998
New York Air Conditioning Corporation	November 30, 1998