

J11142

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

ENVIRONMENTAL SERVICES, INC.

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Certificate of Status	0
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merger

11/21/00. DC

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

SOUTHEASTERN ENVIRONMENTAL AUDITS, INC., a Florida corporation,
K75166

INTO

ENVIRONMENTAL SERVICES, INC., a Florida entity, J11142.

File date: November 21, 2000

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER
OF
SOUTHEASTERN ENVIRONMENTAL AUDITS, INC.,
a Florida corporation,
into and with
ENVIRONMENTAL SERVICES, INC.
a Florida corporation**

The following Articles of Merger are submitted in accordance with Section 607.1105, Florida Statutes:

First: The surviving corporation is **ENVIRONMENTAL SERVICES, INC.**, a Florida corporation (the "Surviving Corporation").

Second: The disappearing corporation is **SOUTHEASTERN ENVIRONMENTAL AUDITS, INC.**, a Florida corporation (the "Disappearing Corporation").

Third: The Plan of Merger is attached hereto as Exhibit "A." Pursuant to the Plan of Merger, Disappearing Corporation will be merged with and into Surviving Corporation and Surviving Corporation shall be the surviving corporation (the "Merger").

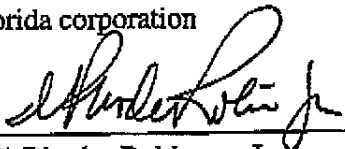
Fourth: The Merger shall be effective on the date the Articles of Merger are filed with the Secretary of State of the State of Florida.

Fifth: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on November 6, 2000.

Sixth: The Plan of Merger was adopted by the shareholders of the Disappearing Corporation on November 6, 2000.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 6th day of November, 2000.

**SOUTHEASTERN ENVIRONMENTAL
AUDITS, INC.,**
a Florida corporation

By: 

I. Rhodes Robinson, Jr.,
President

ENVIRONMENTAL SERVICES, INC.,
a Florida corporation

By: 

Sarah S. Robinson,
President

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Exhibit "A"

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PLAN OF MERGER

Dated: November 6, 2000.

THIS PLAN OF MERGER relates to and describes the merger ("Merger") of SOUTHEASTERN ENVIRONMENTAL AUDITS, INC., a Florida corporation ("Disappearing Corporation"), with and into ENVIRONMENTAL SERVICES, INC., a Florida corporation ("Surviving Corporation") (Disappearing Corporation and Surviving Corporation are sometimes referred to collectively herein as the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger in accordance with Section 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

Background

Disappearing Corporation has issued and outstanding eight hundred seventy-five (875) shares of common stock with par value of One and 00/100 Dollar (\$1.00) each. Disappearing Corporation shall be merged with and into the Surviving Corporation pursuant to the terms of this Plan of Merger.

Plan of Merger

The terms and conditions of the Merger shall be as follows:

Section 1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as previously amended and in effect immediately before the effective date of the Merger (the "Effective Date") shall without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

Section 2. Manner and Basis of Converting Shares. Upon the Effective Date, each share of Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of the common stock of Surviving Corporation in accordance with this Plan.

Section 3. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's common stock into which shares of Disappearing Corporation's common stock shall have been converted and become exchangeable for under the Plan shall be deemed to be in full satisfaction of such converted shares.

Section 4. Fractional Shares. Fractional shares of the common stock of Surviving Corporation shall not be issued.

Section 5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

Section 6. Supplemental Action. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate

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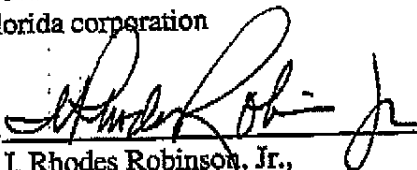
offices of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

Section 7. Filing with the Florida Secretary of State and Effective Date. Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles of Merger and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Secretary of State. The Articles of Merger shall be effective upon such filing.

Section 8. Abandonment; Amendment. In accordance with Section 607.1103 of the Act, this Plan may be abandoned or amended by the Constituent Corporations at any time prior to the Effective Date.

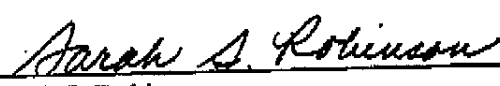
IN WITNESS WHEREOF, the Constituent Corporations have caused this Plan of Merger to be signed in their corporate names by their authorized representatives.

SOUTHEASTERN ENVIRONMENTAL AUDITS, INC.,
a Florida corporation

By: 

I. Rhodes Robinson, Jr.,
President

ENVIRONMENTAL SERVICES, INC.,
a Florida corporation

By: 

Sarah S. Robinson,
President

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