

J16879

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(Business Entity Name)

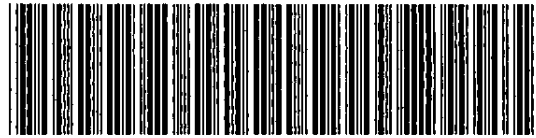
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EFF. DATE 8/31/08

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TALLAHASSEE, FLORIDA

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LAW OFFICES
BLACKBURN & COMPANY, L.C.
5150 BELFORT ROAD, SOUTH
BUILDING 500
JACKSONVILLE, FLORIDA 32256

DENNIS L. BLACKBURN
ROBERT L. JONES III

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August 13, 2008

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

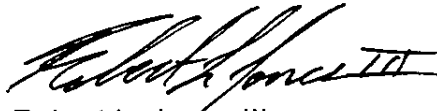
Re: WPC Industrial Contractors, Inc.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Merger of WPC Industrial Contractors, Inc. and Water Processing Company. Please note the effective date for this merger is August 31, 2008. Also enclosed is our check in the amount of \$70.00 in payment of the filing fee.

Please return a file stamped copy of the Articles of Merger to us at the address indicated above. If you have any questions concerning this filing, please contact me.

Very truly yours,



Robert L. Jones III

RLJ:rd
Enclosures
c: Jonathan Belloit (w/o enclosure)

**ARTICLES OF MERGER
OF
WPC INDUSTRIAL CONTRACTORS, INC.
AND
WATER PROCESSING COMPANY**

EFF DATE 8/31/08

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1105, F.S.

ARTICLE I – SURVIVING CORPORATION

The name of the surviving corporation is WPC INDUSTRIAL CONTRACTORS, INC., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II – MERGING CORPORATION

The name of the merging corporation is WATER PROCESSING COMPANY which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE III – PLAN OF MERGER

The Plan of Merger is attached.

ARTICLE IV – EFFECTIVE DATE

The merger shall become effective on Aug. 31, 2008.

**ARTICLE V- ADOPTION OF MERGER BY
SURVIVING CORPORATION**

The Plan of Merger was approved by the shareholders of the surviving corporation on August 5th, 2008.

**ARTICLE VI – ADOPTION OF MERGER BY
MERGING CORPORATION**

The Plan of Merger was approved by the shareholders and directors of the merging corporation on August 5th, 2008.

**WPC INDUSTRIAL
CONTRACTORS, INC.,
a Florida corporation**

By: *Jonathan Belloit*
Jonathan Belloit, President

**WATER PROCESSING COMPANY,
a Florida corporation**

By: *Jonathan Belloit*
Jonathan Belloit, President

08 AUG 18 AM 9:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF MERGER FOR
WPC INDUSTRIAL CONTRACTORS, INC.
AND WATER PROCESSING COMPANY**

The following plan of merger is submitted in compliance with §607.1105, F.S.

ARTICLE I – SURVIVING CORPORATION

The name of the surviving corporation is WPC INDUSTRIAL CONTRACTORS, INC. (“WPCI”), which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II – MERGING CORPORATION

The name of the merging corporation is WATER PROCESSING COMPANY (“WPCo”), which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE III – TERMS OF MERGER

The merger shall be effective as of August 31, 2008 (the "Effective Time"). At the Effective Time, WPCo shall be merged with and into WPCI with WPCI being the surviving corporation. The separate corporate existence of WPCo shall cease at the Effective Time, and all assets, liabilities, rights, privileges and franchises of WPCo shall inure to WPCI. The Bylaws of WPCI in effect immediately prior to the merger shall become the Bylaws of the surviving company following the merger.

ARTICLE IV – AMENDMENT TO WPC INC. ARTICLES OF INCORPORATION

Article III of WPCI’s Articles of Incorporation shall be amended to increase the maximum number of authorized shares of common stock that WPCI is authorized to issue from 1,000 shares to 10,000 shares of common stock at \$1.00 par value.

ARTICLE V – CONVERSION OF SHARES

At the Effective Time, the shares shall be converted as follows:

- (a) Each share of WPCI common stock issued and outstanding at the Effective Time shall remain outstanding.

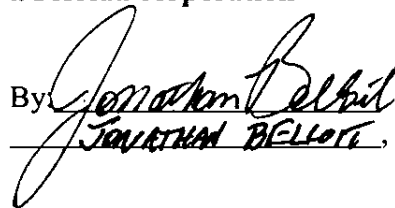
(b) All shares of WPCo common stock (excluding treasury shares) issued and outstanding at the Effective Time shall cease to be outstanding and shall be converted into shares of WPCI as follows:

1. Each share of WPCo Class A Voting Common Stock issued and outstanding at the Effective Time shall be converted into One (1) share of Common Stock of WPCI; and

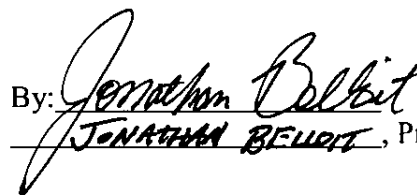
2. Each share of WPCo Class B Non-Voting Common Stock issued and outstanding at the Effective Time shall be converted into .0177 shares of Common Stock of WPCI.

Executed this 5th day of August, 2008.

**WPC INDUSTRIAL
CONTRACTORS, INC.,
a Florida corporation**

By: 
JONATHAN BELLOTTI, President

**WATER PROCESSING COMPANY,
a Florida corporation**

By: 
JONATHAN BELLOTTI, President