

J 68569

FLORIDA FILING & SEARCH SERVICES INC

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MAGNUM Petroleum Recovery (Corporation Name) 532722 (Document #)

2. _____ (Corporation Name) _____ (Document #)

3. _____ (Corporation Name) _____ (Document #) 200002256612--7
-08/04/97--01107--014
*****70.00 *****70.00

4. _____ (Corporation Name) _____ (Document #)

☐ Walk in

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

EFFECTIVE DATE
8/1/97

FILED
97 JUL 28 PM 3:31
TALLAHASSEE, FLORIDA

7/20
by
merger

J68569

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MAGNUM PETROLEUM RECOVERY, INC., a Florida corporation, S32722

INTO

MAGNUM ENVIRONMENTAL SERVICES, INC., a Florida corporation, J68569.

File date: July 28, 1997 , effective August 1, 1997

Corporate Specialist: Joy Moon-French



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 28, 1997

FLORIDA FILING & SEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: MAGNUM ENVIRONMENTAL SERVICES, INC.
Ref. Number: J68569

We have received your document for MAGNUM ENVIRONMENTAL SERVICES, INC. and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 897A00037960

Please keep
7/28/97 as
file date
8/1/97 as effective date
JUL 29 PM 1:25
CORPORATION

ARTICLES OF MERGER

FILED

**of
MAGNUM PETROLEUM RECOVERY, INC.**

97 JUL 28 PM 3:31

and

MAGNUM ENVIRONMENTAL SERVICES, INC.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

into

MAGNUM ENVIRONMENTAL SERVICES, INC.

Under Section 607.1105 of the Florida Business Corporation Act

EFFECTIVE DATE
8-1-97

We, the undersigned, respectively the president and secretary of Magnum Environmental Services, Inc. and the president and secretary of Magnum Petroleum Recovery, Inc. certify:

1. The name of each constituent corporation is as follows: **MAGNUM ENVIRONMENTAL SERVICES, INC.** and **MAGNUM PETROLEUM RECOVERY, INC.** The surviving corporation is Magnum Environmental Services, Inc.

2. The number of outstanding shares of Magnum Environmental Services, Inc. is 375 shares, no par value, all of which are entitled to vote. The number of outstanding shares of Magnum Petroleum Recovery, Inc. is 299.99 (300 - rounded) shares, no par value, all of which are entitled to vote. The number of such shares is not subject to change prior to the effective date of the merger.

3. The Articles of Incorporation of Magnum Petroleum Recovery, Inc. was filed by the Florida Department of State on February 19, 1991, and the Articles of Incorporation of Magnum Environmental Services, Inc. was filed by the Florida Department of State on April 17, 1987.

4. Upon the effective date of the merger, the Articles of Incorporation and Bylaws of Magnum Environmental Services, Inc., including any amendments thereto, shall become and shall continue in full force and effect as the Articles of Incorporation and Bylaws of the surviving corporation.

5. The effective date of the merger is the later of August 1, 1997, or the date on which the Florida Department of State files the Articles of Merger.

6. The plan of merger was adopted by the unanimous written consent of the Board of Directors of each constituent corporation, on July 13, 1997 followed by the unanimous written consent of the holders of all of the outstanding shares of each constituent corporation entitled to vote thereon on July 13, 1997.


7. Upon the effective date of the merger, each issued and outstanding share of common stock of Magnum Petroleum Recovery, Inc. no par value, shall be and become converted into .2033 fully paid and nonassessable shares of common stock, and no par value of the surviving corporation.

8. The plan of merger has not been abandoned.

IN WITNESS WHEREOF, we have signed the Articles of Merger and affirm the truth of the statements contained herein under penalty of perjury this 13th day of July, 1997.

MAGNUM ENVIRONMENTAL SERVICES,
INC.


James Frederico, President


Gregg Wiedrich, Secretary

MAGNUM PETROLEUM RECOVERY, INC.


James Frederico, President


Gregg Wiedrich, Secretary

AGREEMENT AND PLAN OF MERGER

MADE as of the 13th day of July, 1997, by and between **MAGNUM ENVIRONMENTAL SERVICES, INC.** ("Magnum Environmental") and **MAGNUM PETROLEUM RECOVERY, INC.** ("Magnum Petroleum"), each being a Florida corporation with a principal office at 1280 N.E. 48th Street, Pompano Beach, Florida (which corporations are sometimes referred to individually as a "Constituent Corporation" and, collectively, the "Constituent Corporations").

RECITALS:

A. Magnum Environmental is a corporation duly organized and existing under the laws of the State of Florida. It was incorporated on April 17, 1987 under the name MAGNUM TANK SERVICES, INC. and changed its name to MAGNUM ENVIRONMENTAL SERVICES, INC. pursuant to a merger which was effective April 1, 1996. It is authorized to issue 1,000,000 shares of Common Stock, no par value, each of which is entitled to vote. Magnum Environmental has 375 shares of stock outstanding, representing all of the issued and outstanding stock of the corporation, owned as follows:

<u>Name</u>	<u>No. Shares</u>	<u>Percent Rounded</u>
James Frederico	175.80	46.88%
Albert DiMaria	175.80	46.88%
Osiris Ramos	<u>23.40</u>	<u>6.24%</u>
	<u>375.00</u>	<u>100.00%</u>

B. Magnum Petroleum is a corporation duly organized and existing under the laws of the State of Florida. It was incorporated on February 19, 1991 under its present name, which has never been changed, and is authorized to issue 1,000,000 shares of Common Stock, no par value, each of which is entitled to vote. Magnum Petroleum has 299.99 (300 - rounded) shares of stock outstanding, representing all of the issued and outstanding stock of the corporation, owned as follows:

<u>Name</u>	<u>No. Shares</u>	<u>Percent Rounded</u>
James Frederico	140.62	46.8750%
Osiris Ramos	18.75	6.2500%
Albert DiMaria	<u>140.62</u>	<u>46.8750%</u>
(Rounded)	<u>300.00</u>	<u>100.0000%</u>

C. Upon the Effective Date of the merger, Magnum Environmental shall have 436 shares of stock outstanding, representing all of the issued and outstanding stock of the corporation, owned as follows:

<u>Name</u>	<u>No. Shares</u>	<u>Percent Rounded</u>
James Frederico	204.375	46.875
Albert DiMaria	204.375	46.875
Osiris Ramos	27.250	6.250
	<u>436.00</u>	<u>100.00</u>

D. The Constituent Corporations have a longstanding history of working together. Magnum Environmental leases all of Magnum Petroleum's equipment and is Magnum Petroleum's sole client. The merger of Magnum Petroleum into Magnum Environmental would eliminate certain intercompany transactions, simplify the business records and tax paperwork, and eliminate duplicate work and expenses in administration and accounting. Accordingly, the Board of Directors of each Constituent Corporation deems it to be to the benefit and advantage of the respective corporations and their shareholders that said corporations merge under and pursuant to the terms of this Agreement and Plan of Merger (the "Agreement") and the provisions of Chapter 607 of the Florida Business Corporation Act of the State of Florida (the "FBCA").

E. The Board of Directors of each of the Constituent Corporations, by resolution duly adopted by unanimous written consent, have approved and adopted this Agreement pursuant to Section 607.0821 of the FBCA and have duly authorized the execution of the same. The Board of Directors of each Constituent Corporation has also directed that the Agreement be submitted to a vote of the shareholders entitled to vote thereon (namely, two-thirds of the shares outstanding) of the respective corporations at a shareholders meeting called for the purpose, among others, of considering approval of the Agreement.

PROVISIONS:

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto agree that Magnum Petroleum shall be merged with and into Magnum Environmental, and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth.

ARTICLE I

MERGER and NAME CHANGE

1. Upon the "Effective Date" of the merger (defined below), the corporate identity and existence of Magnum Petroleum shall be merged with and into Magnum Environmental. The separate existence and corporate organization of Magnum Petroleum shall cease as soon as the merger shall become effective and thereupon Magnum Petroleum and Magnum Environmental shall be a single corporation, namely, Magnum Environmental, which shall continue as the corporation surviving the merger (sometimes referred to as the "Surviving Corporation"). The corporate existence of the Surviving Corporation, with all its purposes, powers and objects, shall continue in effect and be unimpaired by the merger.

2. This Agreement shall continue in effect and the merger shall become effective only if the Agreement is adopted by the shareholders of each Constituent Corporation as provided in Article VII hereof. Upon such adoption, that fact shall be certified upon the Agreement by the Secretary of each Constituent Corporation, under the seal thereof. Thereupon, complying with the requirements of Chapter 607 of the FBCA, Articles of Merger shall be filed in the office of the Florida Department of State and a copy of the Articles of Merger, certified by the Florida Department of State, shall be filed, if required, in the office of the each county in which the office of a Constituent Corporation is located, and in the recording office of each county in Florida State in which a Constituent Corporation's real property is situated.

3. The merger shall become effective on the later of August 1, 1997 or the date on which the Florida Department of State files the Articles of Merger. The date when the merger becomes effective is sometimes referred to as the "Effective Date."

ARTICLE II

CERTIFICATE OF INCORPORATION and BY-LAWS

1. Upon the Effective Date, the Articles of Incorporation, as amended, of Magnum Environmental shall be the Articles of Incorporation of the Surviving Corporation. There will be no amendments or changes in the Articles of Incorporation, as amended, of Magnum Environmental, which Articles of Incorporation and amendments are made a part of this Agreement with the same force and effect as if set forth in full.

2. Upon the Effective Date, the By-laws of Magnum Environmental shall be the By-laws of the Surviving Corporation until the same shall thereafter be altered, amended, or repealed in accordance with law, the Articles of Incorporation, including any amendments thereto, and said By-laws.

ARTICLE III

EFFECT OF THE MERGER; FURTHER ACTS

1. On the Effective Date, the Surviving Corporation shall continue in existence and, without further transfer, succeed to and possess all of the rights, privileges, and purposes of each of the Constituent Corporations; and all of the property, real and personal, including subscriptions to shares, causes of action and every other asset of each of the Constituent Corporations, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any shareholder/stockholder, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against either Constituent Corporation or any shareholder/stockholder, officer, director or employee thereof shall abate or be discontinued by such merger, but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred or the Surviving Corporation may be substituted in any action or proceeding in place of either Constituent Corporation.

2. If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Corporation the title to any property or rights of the Constituent Corporations, or otherwise to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations, as of the Effective Date, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions hereof.

ARTICLE IV

CAPITALIZATION

1. The number of shares of stock which the Surviving Corporation shall have authority to issue shall be 1,000,000 shares of Common Stock, no par value.

2. Upon the Effective Date, each issued and outstanding share of Common Stock of Magnum Petroleum, no par value, shall be and become converted into 2033 fully paid and nonassessable share of Common Stock, no par value, of the Surviving Corporation.

3. Outstanding certificates representing shares of Common Stock of Magnum Petroleum shall thenceforth represent 61 shares of Common Stock of the Surviving Corporation, and each holder thereof shall be entitled to precisely the same rights he

would enjoy if he held certificates issued by the Surviving Corporation. Upon the surrender of any such certificate to the Surviving Corporation at its principal office, the transferee or other holder of the certificates surrendered shall receive in exchange therefor a certificate or certificates of the Surviving Corporation.

ARTICLE V

OFFICERS and DIRECTORS

1. The officers and directors of Magnum Environmental as of the Effective Date shall serve as the officers and directors of the Surviving Corporation, until their successors shall have been duly elected and qualified or as otherwise provided in the By-laws of the Surviving Corporation.

2. If, on or after the Effective Date, a vacancy shall exist in the Board of Directors of the Surviving Corporation, or in any of the offices specified above, such vacancy may be filled in the manner provided in the By-laws of the Surviving Corporation.

ARTICLE VI

All corporate acts, plans, policies, approvals and authorizations of Magnum Petroleum, its shareholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as they were on Magnum Petroleum. Without limiting the foregoing, any pension and profit-sharing plans of Magnum Petroleum, all as amended and in effect immediately prior to the merger becoming effective, and any and all outstanding options and rights thereunder, shall be continued by the Surviving Corporation, which shall be substituted for Magnum Petroleum. Such merger shall not, in itself, affect any other change in such plans. The employees of Magnum Petroleum shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of Magnum Petroleum. It is intended that the transaction described herein qualifies as a reorganization within the definition of Section 368(a) (1) (A) of the Internal Revenue Code of 1986, as amended.

ARTICLE VII

SHAREHOLDER APPROVAL

This Agreement shall be submitted to the shareholders of each Constituent Corporation as provided by the applicable laws of the State of Florida. There shall be

required for the adoption of this Agreement by each Constituent Corporation, the affirmative vote of the holders of at least two-thirds of the capital stock outstanding of the respective corporation. In addition, consummation of the merger shall be subject to obtaining any consents or approvals determined by the respective Boards of Directors of the Constituent Corporations to be necessary to effect such merger.

ARTICLE VIII

TERMINATION and ABANDONMENT

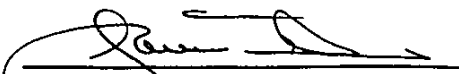
This Agreement and the merger may be terminated and abandoned by resolutions of the Boards of Directors of Magnum Environmental and Magnum Petroleum prior to the merger becoming effective. In the event of the termination and the abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article VIII, this Agreement shall become void and of no further effect without any liability on the part of either of the Constituent Corporations or its stockholder or the directors or officers in respect thereof.

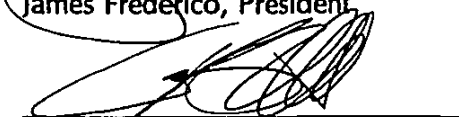
ARTICLE IX

This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

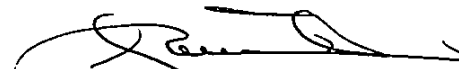
IN WITNESS WHEREOF, each party to this Agreement and Plan of Merger, pursuant to authority duly given by its respective Boards of Directors, has caused these presents to be executed on its behalf by its President, and its corporate seal to be hereunto affixed and attested to by its Secretary as of the day and year first hereinabove written.

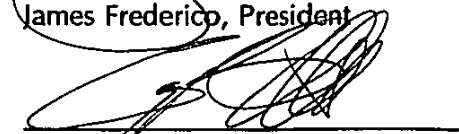
MAGNUM ENVIRONMENTAL SERVICES, INC.

By: 
James Frederico, President

By: 
Gregg Wiedrich, Secretary

MAGNUM PETROLEUM RECOVERY, INC.

By: 
James Frederico, President

By: 
Gregg Wiedrich, Secretary