

J90263

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

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Merger
C.COULLIETTE
JUN 18 2009
EXAMINER

RECEIVED
09 JUN 18 AM 10:57
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Autobuilders General
Contracting Services
INC.

File 1st

Signature _____

Requested by Seth

Date 6/18

Time 9:30

Name _____

Walk-In _____

Will Pick Up _____

- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ☒ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ____ Photo Copy _____
- ☒ Certificate of Good Standing X 2 for Auto...
17, so Included
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

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☒ Certificate of Good Standing X2 for Auto...
____ Certificate of Status _____ 17.50 Included
____ Certificate of Fictitious Name _____
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____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

**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, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
AUTOBUILDERS GENERAL CONTRACTING SERVICES, INC.	Florida	J90263

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
QUEST CONTRACTING SERVICES, INC.	Florida	P99000092829

THIRD: The Plan of Merger is attached hereto and incorporated herein.

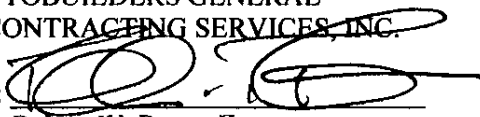
FOURTH: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of merger by the surviving corporation: The Plan of Merger was adopted by unanimous approval of the shareholders of the surviving corporation on May 01, 2009.

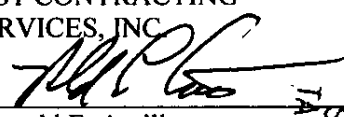
SIXTH: Adoption of merger by the merging corporation: The Plan of Merger was adopted by unanimous approval of the shareholders of the merging corporation on May 01, 2009.

SEVENTH: The following are the authorized signatures for the surviving and merging corporations:

AUTOBUILDERS GENERAL
CONTRACTING SERVICES, INC.

By: 
Robert W. Rawe, II
President

QUEST CONTRACTING
SERVICES, INC.

By: 
Ronald E. Antill
Chief Operating Officer

FILED
09 JUN 18 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF MERGER
(Profit Corporations)**

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdictions of incorporation.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
AUTOBUILDERS GENERAL CONTRACTING SERVICES, INC.	Florida

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
QUEST CONTRACTING SERVICES, INC.	Florida

THIRD: The terms and conditions of the merger are as follows: Autobuilders General Contracting Services, Inc. ("Autobuilders") shall assume all of the outstanding contractual obligations of Quest Contracting Services, Inc. ("Quest"), with the exception of those contractual obligations of Quest which may be terminated by Quest. Quest shall assign all non terminated contracts to Autobuilders. Any receivables generated from such contracts of Quest shall be the property of Autobuilders. Autobuilders shall register the name of Quest Contracting Services as a fictitious name with the Florida Department of State and operate the same as a division of Autobuilders.

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 corporation are as follows:

Each shareholder of Quest Contracting Services, Inc. ("Quest") shall surrender all of their respective shares of Quest common stock to Autobuilders General Contracting Services, Inc. ("Autobuilders"), which shall accordingly issue shares of Autobuilders common stock to each surrendering shareholder of Quest stock on a one-for-one basis. As reflected in the shareholder approval of the merger by Autobuilders, said shareholders waived any preemptive rights to purchase additional shares of Autobuilders.

All surrendering and exchanges of the corporations' common stock shall be completed no later than June 30, 2009.