

L02000000051
Florida Department of State
Division of Corporations
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10 DEC 27 PM 3:51
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
Professional Wireline Rentals, LLC

Certificate of Status	1
Certified Copy	1
Page Count	7
Estimated Charge	\$67.50

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12/28/2010 2:39:03 PM PAGE

TO 27455#22222#2222 P.02
1/001 FAX 061761



December 28, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PROFESSIONAL WIRELINE RENTALS, LLC
950 S PINE ISLAND RD, SUITE A-150
PLANTATION, FL 33324US

SUBJECT: PROFESSIONAL WIRELINE RENTALS, LLC
REF: L02000000051

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must submit an Amended Certificate of Merger along with the Amended Plan and Agreement of Merger.

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) 245-6911.

Brenda Tadlock
Senior Section Administrator

FAX Aud. #: H10000276243
Letter Number: 810A00029957

RECEIVED
10 DEC 29 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED CERTIFICATE OF MERGER
OF
PROFESSIONAL WIRELINE RENTALS, LLC
a Louisiana limited liability company
INTO
QUALITY WIRELINE EQUIPMENT, LC
a Florida limited company**

10 DEC 27 PM 3:51
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The following Amended Certificate of Merger is submitted to include the attached Amended Plan and Agreement of Merger correcting the name of the sole member of Professional Wireline Rentals, LLC which was erroneously stated in the original Plan and Agreement of Merger filed with the Secretary of State of Florida on December 31, 2008, effective January 1, 2009.

1. The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Professional Wireline Rentals, LLC	Louisiana	LLC

2. The exact name, form/entity type, and jurisdiction for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Quality Wireline Equipment, LC	Florida	LC

3. The attached Amended Plan and Agreement of Merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

4. The attached Plan and Agreement of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

5. If other than the date of filing, the effect date of the merger, which cannot be prior to no more than 90 days after the date this document is filed by the Florida Department of State: January 1, 2009.

6. If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows: Not applicable.

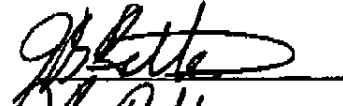

7. If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

8. If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving party: Not applicable.

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s.48.181, F.S.

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, F.S.

9. Signature(s) for Each Party:

Name of Entity/Organization	Signature(s):	Typed or Printed Name of Individual
Professional Wireline Rentals, LLC		LLC
Quality Wireline Equipment, LC		LC

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00

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TO 27455#22222#2222 P.05

FAX AUDIT NO. H100002762433

For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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FAX AUDIT NO. H100002762433

AMENDED PLAN AND AGREEMENT OF MERGER

PROFESSIONAL WIRELINE RENTALS, LLC,
a Louisiana limited liability company,

Into

QUALITY WIRELINE EQUIPMENT, LC,
a Florida limited liability company

This Amended Plan and Agreement of Merger ("Agreement") made by and between Professional Wireline Rentals, LLC, ("Professional"), a Louisiana limited liability company whose principal office is at 1016 N. Cruse Avenue, Broussard, Louisiana 70518, and Quality Wireline Equipment, LC ("Quality"), a Florida limited liability company whose principal office is at 400 Coral Way, Fort Lauderdale, Florida, pursuant to the applicable provisions of Louisiana Revised Statutes 12:1358, as follows:

WHEREAS, a Plan and Agreement of Merger by Professional and Quality was recorded with the Secretary of State of Florida on December 31, 2008, effective January 1, 2009 (the "Plan"), which erroneously provided in the first "Whereas" paragraph thereof that Quality was the sole member of Professional, when in fact, Jack Rettig was the sole member of Professional;

WHEREAS, this Agreement amends the Plan so that it corrects said error;

WHEREAS, Jack Rettig is the sole member of Quality and the sole member of Professional;

WHEREAS, all of the members of Professional and Quality have agreed by written consent that it is in the best interest of each company that Professional be merged into Quality; and

WHEREAS, all of the members of Professional and Quality by written consent have approved the form of this Agreement and authorized the appropriate persons to take such actions as are necessary to cause Professional and Quality to enter into this Agreement.

THEREFORE, in consideration of the mutual undertakings hereinafter set forth, Professional and Quality agree as follows:

(a) On the effective date hereof, Professional shall be merged into Quality by the transfer to Quality of all the assets of Professional subject to all of its liabilities and obligations, which liabilities and obligations Quality shall assume;

(b) The name of the surviving entity shall then be changed to Professional Wireline Rentals, LLC;

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(c) The sole member of the surviving entity is as follows:

Jack Rettig 1016 N. Cruse Avenue, Broussard, LA 70518

(d) When this Agreement and actions set forth herein are completed, the existence of Professional as a distinct entity shall cease;

(e) Quality shall carry on business with the assets of Professional and Quality as those companies existed immediately prior to the merger; and

(f) The merger, transfer of assets from Professional to Quality, assumption of obligations and liabilities of Professional by Quality, and all other provisions contained herein shall all be effective as of the Effective Date.

The Company Agreement of Quality, if any, and as existing on the Effective Date, shall continue in full force as the Company Agreement of the surviving entity until altered, amended, or repealed as provided in the Company Agreement, or as provided by law.

This Amended Plan and Agreement of Merger is executed to be effective as of the 1st day of January, 2009 (the "Effective Date").

PROFESSIONAL WIRELINE
RENTALS, LLC
a Louisiana limited liability company

QUALITY WIRELINE
EQUIPMENT, LC
a Florida limited liability company

By: 
Name: Jack Rettig
Title: Sole Member

By: 
Name: Jack Rettig
Title: Sole Member