

08/12/2008 10:56 FAX

Division of Corporations

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LD3000015698

Florida Department of State
Division of Corporations
Public Access System

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L. SELLERS

AUG 13 2008

EXAMINER

2008 AUG 12 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations

Fax Number : (850) 617-6380

Account Name : SQUIRE SANDERS & DEMPSEY

Account Number : 120020000175

Phone : (813) 202-1300

Fax Number : (813) 202-1313

MERGER OR SHARE EXCHANGE

Efficient Building Systems, LLC

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 06 |
| Estimated Charge | \$83.75 |

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Corporate Filing Menu

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850-817-6381

8/12/2008 9:08 PAGE 001/001 Florida Dept of State

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August 12, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EFFICIENT BUILDING SYSTEMS, LLC
114 S. OLD WOODWARD
SUITE 3
BIRMINGHAM, MI 48009

SUBJECT: EFFICIENT BUILDING SYSTEMS, LLC
REF: L03000015698

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 failed to make the correction(s) requested in our previous letter.

The plan of merger must contain the manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property.

Part B on page 5 of 6 MUST be completed.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

FAX Aud. #: H08000184008
Letter Number: 508A00045586

P.O. BOX 6327 - Tallahassee, Florida 32314

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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4362, Florida Statutes.

FIRST: 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> |
|---|---------------------|-------------------------|
| Efficient Building Systems | Florida | LLC (#L03000015698) |
| Efficient Wall Systems of Florida | Florida | LLC (#L02000011367) |
| E-Walls Installation Company of Florida | Florida | LLC (#L03000043102) |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|----------------------------|---------------------|-------------------------|
| Efficient Building Systems | Florida | LLC |

THIRD: The attached plan 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.

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FOURTH: The attached plan 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.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

July 31, 2008

SIXTH: 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:

N/A

SEVENTH: 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.

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

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., are as follows:

Street address: N/A

Mailing address:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

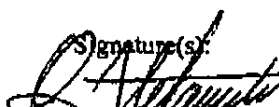
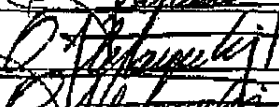

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595,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

NINTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|---|--|--------------------------------------|
| Efficient Building Systems, LLC |  | Oscar Stefanutti |
| Efficient Wall Systems of Florida |  | Oscar Stefanutti |
| E-Walls Installation Company of Florida |  | Oscar Stefanutti |

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

Certified Copy (optional): \$30.00

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TALLAHASSEE FLORIDA

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PLAN OF MERGER

FIRST: 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> |
|---|---------------------|-------------------------|
| Efficient Building Systems, LLC | Florida | LLC |
| Efficient Wall Systems of Florida, LLC | Florida | LLC |
| E-Walls Installation Company of Florida | Florida | LLC |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|---------------------------------|---------------------|-------------------------|
| Efficient Building Systems, LLC | Florida | LLC |

THIRD: The terms and conditions of the merger are as follows:

Effective on the date of filing the Certificate of Merger with the Secretary of State of Florida, all assets and liabilities of the merging companies shall become the assets and liabilities of Efficient Building Systems, LLC, the surviving entity.

This plan of merger may be rescinded by the members of any of the merging companies by majority vote of the members at any time before the merger is effective.

(Attach additional sheet if necessary)

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TALLAHASSEE FLORIDA

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Members of the merging companies (Efficient Wall Systems of Florida, LLC and E-Walls Installation Company of

Florida, LLC) with positive capital account balances will receive credit for the same amount as a capital account

or addition to a capital account in the surviving entity. Members with zero or negative capital accounts in the merging

companies will receive no equity interest (or increased equity interest) in the surviving entity but will have no

obligation to repay the deficit.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Membership Interests in the surviving entity shall be determined by
dividing the capital accounts of each Member by the aggregate
capital accounts of all Members.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

The managers have determined that the book value of the companies is the
the best indication of the fair value of the membership interests. Consequently,
the membership interests of members with negative capital account balances
are determined to have no value.

(Attach additional sheet if necessary)

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