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[Signature]

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Omniplex Service Company, LLC, a Florida
(Name of Surviving Party) *limited liability company*

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Robert F. Dwornick

(Contact Person)

Attorney at Law

(Firm/Company)

1023 Executive Parkway, Suite 18

(Address)

St. Louis, MO 63141

(City, State and Zip Code)

For further information concerning this matter, please call:

Robert F. Dwornick

(Name of Contact Person)

at (314) 628-8300 ext. 105

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 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. 608.4382, 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>
Omniplex Service Company, LLC	Missouri	Limited Liability Company
Omniplex Service Company, LLC	Florida	Limited Liability Company

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>
Omniplex Service Company, LLC	Florida	Limited Liability Company

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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:

December 31, 2005

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:

Not Applicable

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: Not Applicable

Mailing address: _____

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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:
Omniplex Service Company, LLC (MO)		S. Michael McKay
Omniplex Service Company, LLC (FL)		Robert F. Dwornick

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

<u>Fees:</u>	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

<u>Certified Copy (optional):</u>	\$30.00
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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>
Omniplex Service Company, LLC	Missouri	Limited Liability Company
Omniplex Service Company, LLC	Florida	Limited Liability Company

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>
Omniplex Service Company, LLC	Florida	Limited Liability Company

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

See attachment

(Attach additional sheet if necessary)

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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:

See attachment

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligation 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:

See attachment

(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:

See attachment

(Attach additional sheet if necessary)

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

See attachment

(Attach additional sheet if necessary)

**STATEMENT ATTACHED TO PLAN OF MERGER
FOR
OMNIPLEX SERVICE COMPANY, LLC
(a Missouri limited liability company)
and
OMNIPLEX SERVICE COMPANY, LLC
(a Florida limited liability company)**

SECTION THIRD: Terms and conditions of the merger are as follows:

A. Merger. Effective as of December 31, 2005 (the "Effective Date"), OMNIPLEX SERVICE COMPANY, LLC, a Missouri limited liability company, shall be merged with and into OMNIPLEX SERVICE COMPANY, LLC, a Florida limited liability company. OMNIPLEX SERVICE COMPANY, LLC, a Florida limited liability company, shall be, and continue in existence as, the surviving entity (and shall hereinafter be referred to as the "Surviving Entity"); and the separate existence of OMNIPLEX SERVICE COMPANY, LLC, a Missouri limited liability company (hereinafter referred to as the Missouri LLC), shall cease.

B. Allocation of Property and Obligations.

(1) The Surviving Entity shall possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each Merged Entity; and all property, real, personal, and mixed, and all debts due on whatever account; including subscriptions to membership units, and all other choses in action, and any and every other interest, of or belonging to or due to each of the merged entities, shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed. The Managing Members of each Merged Entity are authorized to execute all deeds, assignments and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

(2) The Surviving Entity shall be responsible and liable for all the liabilities and obligations of each of the Merged Entities; and any claim existing or action or proceeding pending by or against any of the Merged Entities may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Entity may be substituted in place of the Missouri LLC. Neither the rights of creditors nor any liens upon the property of either Merged Entity shall be impaired by the Merger.

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SECTION 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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

(a) Each membership unit of the Surviving Entity issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding from and after the Effective Date.

(b) Each membership unit of the Missouri LLC, issued and outstanding immediately prior to the Effective Date, and all rights in respect thereof, shall cease to be outstanding as of the Effective Date and shall automatically without further action be canceled. Each Class A membership unit of the Missouri LLC shall be converted into and exchanged for an equal membership unit (one class only) of the Surviving Entity. Each Class B membership unit of the Missouri LLC shall be converted into and exchanged for one and one-half (1 ½ or 1.5) membership units (one class only) of the Surviving Entity.

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 other securities of the survivor, in whole or in part, into cash or other property is a follows:

(a) All rights of the members of the Surviving Entity to acquire membership units of the Surviving Entity immediately prior to the Effective Date shall continue from and after the Effective Date.

(b) The rights of each Class A Member of the Missouri LLC to acquire additional membership units of that entity prior to the Effective Date shall be converted into the right to acquire an equal number of membership units in the Surviving Entity. The rights of each Class B Member of the Missouri LLC to acquire additional units of that entity prior to the effective date shall be converted into the right to acquire membership units of the Surviving Entity on the basis of one and one-half (1 ½ or 1.5) membership units of the Surviving Entity for every one (1) Class B membership unit of the Missouri LLC.

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

(a) The address of the Registered Office of the Surviving Entity is

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OFFICE OF STATE
ATTORNEY
FLORIDA

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354 Oak Avenue, Naples, Florida 34108 and the name of its Registered Agent at such address is John Timmerman.

(b). The Articles of Organization of the Surviving Entity shall not be amended as a result of the merger.

(c). The executed Merger documents are on file at the principal place of business of the Surviving Entity located at 7380 Sand Lake Road, 5th Floor, Orlando, Florida 32819.

(d). A copy of the Merger documents will be furnished by the Surviving Entity, upon request and without cost, to any member of either entity that is a party to the merger.

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

None

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