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**Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

The Briar Company, LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
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Electronic Filing Menu

Corporate Filing Menu

Help

JUL 27. 2007 2:47PM C S C

NO. 826 P. 2/7

**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>
Briar Acquisition Corp.	Florida	corporation

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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>
The Briar Company, LLC	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.

JUL 27 2007 2:48PM C S C

NO. 826 P. 3/7

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:

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:

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, which such members are entitled under ss.608.4351-608.43595, P.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, P.S., are as follows:

Street address: _____

Mailing address: _____

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2007 JUL 27 A 3:47

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JUL 27 2007 2:48PM C S C

NO. 826 P. 4/7

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:
Briar Acquisition Corp.	<i>Frank Foster</i>	Franklin Foster
The Briar Company, LLC	<i>Frank Foster</i>	Franklin Foster

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

2007 JUL 27 A 3:47

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JUL 27 2007 2:48PM C S C

NO. 826 P. 5/7

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>
<u>Briar Acquisition Corp.</u>	<u>Florida</u>	<u>corporation</u>

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>
<u>The Briar Company, LLC</u>	<u>Florida</u>	<u>LLC</u>

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

Upon filing of this Certificate of Merger with the Florida Department of
State, all outstanding shares of Briar Acquisition Corp. stock shall, by virtue
of the merger and without any action on the part of The Briar Company,
LLC or Briar Acquisition Corp., be cancelled and all membership interests
of The Briar Company, LLC, shall be issued to and held by Infrastructure
Services Holdings, Inc.

(Attach additional sheet if necessary)

2007 JUL 27 A 3:47
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JUL. 27. 2007 2:48PM C S C

NO. 826 P. 6/7

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:

Immediately before the merger, (1) Infrastructure Services Holdings, Inc.
holds all 100 shares of the outstanding common stock of Briar Acquisition
Corp.; and (2) Briar Acquisition Corp. holds 100% of the membership
interests of The Briar Company, LLC. Upon the effective date of the merger,
100% of the membership interests of The Briar Company, LLC shall be
issued to Infrastructure Services Holdings, Inc., the sole shareholder of Briar
Acquisition Corp.

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

N/A

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JUL 27. 2007 2:49PM C S C

NO. 926 P. 7/7

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

2007 JUL 27 A 3:47
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(Attach additional sheet if necessary)

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

Upon the merger, the separate existence of Briar Acquisition Corp. shall
cease, and all of the rights, privileges, powers, franchises, properties and
assets of Briar Acquisition Corp. shall be vested in The Briar Company,
LLC. From and after the effective date of the merger and thereafter until
amended as provided by law, the Articles of Organization of The Briar
Company, LLC shall be the Articles of Organization of the surviving
party, and the Operating Agreement of The Briar Company, LLC shall be
the Operating Agreement of the surviving party.

(Attach additional sheet if necessary)