

208000072623

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08 AUG 28 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

AUG 29 2008

EXAMINER

EFFECTIVE DATE

9-2-08

LAW OFFICES  
**BLACKBURN & COMPANY, L.C.**

5150 BELFORT ROAD, SOUTH  
BUILDING 500  
JACKSONVILLE, FLORIDA 32256

DENNIS L. BLACKBURN  
ROBERT L. JONES III

TELEPHONE: 904-296-7713  
FACSIMILE: 904-296-7716  
FACSIMILE: 904-493-0384  
e-mail: [dlb@blackburnco.org](mailto:dlb@blackburnco.org)

August 27, 2008

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

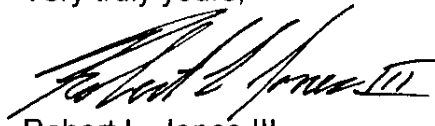
Re: WPC Industrial Contractors, Inc.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Merger of WPC Industrial Contractors, Inc. and WPC Industrial Contractors, LLC. Please note the effective date for this merger is September 2, 2008. Also enclosed is our check in the amount of \$70.00 in payment of the filing fee.

Please return a file stamped copy of the Articles of Merger to us at the address indicated above. If you have any questions concerning this filing, please contact me.

Very truly yours,



Robert L. Jones III

RLJ:rd  
Enclosures  
c: Jonathan Belloit (w/o enclosure)

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08 AUG 28 PM 12:15  
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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
WPC INDUSTRIAL CONTRACTORS, INC.  
AND  
WPC INDUSTRIAL CONTRACTORS, LLC**

J16879

L08000072623

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1105, F.S.

**ARTICLE I – SURVIVING ENTITY**

The name of the surviving organization is WPC INDUSTRIAL CONTRACTORS, LLC, which was formed under the laws of and is subject to the jurisdiction of Florida

**ARTICLE II – MERGING CORPORATION**

The name of the merging corporation is WPC INDUSTRIAL CONTRACTORS, INC., which was formed under the laws of and is subject to the jurisdiction of Florida.

**ARTICLE III – PLAN OF MERGER**

The Plan of Merger is attached.

**ARTICLE IV – EFFECTIVE DATE**

The merger shall become effective on Sept. 2, 2008.

**ARTICLE V- ADOPTION OF MERGER BY  
SURVIVING CORPORATION**

The Plan of Merger was adopted by the members of the surviving organization on August 19<sup>th</sup>, 2008.

**ARTICLE VI – ADOPTION OF MERGER BY  
MERGING CORPORATION**

The Plan of Merger was adopted by the shareholders of the merging corporation on August 19<sup>th</sup>, 2008.

WPC INDUSTRIAL  
CONTRACTORS, INC.,  
a Florida corporation

By: Jonathan Belloit, President

WPC INDUSTRIAL,  
CONTRACTORS, LLC,  
a Florida limited liability company

By: Jonathan Belloit, President

EFFECTIVE DATE 9-2-08

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08 AUG 28 PM 12:16  
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TALLAHASSEE, FLORIDA

**PLAN OF MERGER FOR  
WPC INDUSTRIAL CONTRACTORS, INC.  
AND WPC INDUSTRIAL CONTRACTORS, LLC**

The following plan of merger is submitted in compliance with §S 607.1105, F.S. and 608.438, F.S.

**ARTICLE I – SURVIVING ENTITY**

The name of the surviving entity is WPC INDUSTRIAL CONTRACTORS, LLC, which was formed under the laws of and is subject to the jurisdiction of Florida.

**ARTICLE II – MERGING CORPORATION**

The name of the merging corporation is WPC INDUSTRIAL CONTRACTORS, INC., which was formed under the laws of and is subject to the jurisdiction of Florida.

**ARTICLE III – TERMS OF MERGER**

The merger shall be effective as of September 2, 2008 (the "Effective Time"). At the Effective Time, WPC INDUSTRIAL CONTRACTORS, INC. ("INC") shall be merged with and into WPC INDUSTRIAL CONTRACTORS, LLC ("LLC") with LLC being the surviving entity. The separate corporate existence of INC shall cease at the Effective Time, and all assets, liabilities, rights, privileges and franchises of INC shall inure to LLC.

**ARTICLE IV – CONVERSION OF SHARES AND MEMBERSHIP INTERESTS**

At the Effective Time, the shares and membership interests shall be converted as follows:

- (a) Each share of INC common stock issued and outstanding at the Effective Time shall cease to be outstanding and shall be converted into membership interests in LLC.

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(b) All membership interests of LLC issued as of the Effective Time shall remain effective.

Executed this 17<sup>th</sup> day of August, 2008.

WPC INDUSTRIAL  
CONTRACTORS, INC.,  
a Florida corporation

By: Jonathan Beloit  
JONATHAN BELOIT, President

WPC INDUSTRIAL,  
CONTRACTORS, LLC,  
a Florida limited liability company

By: Jonathan Beloit  
JONATHAN BELOIT, President

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