

L08000105080

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

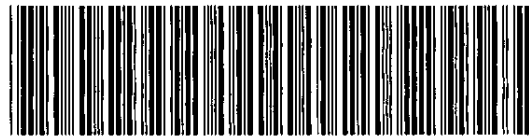
(Business Entity Name)

(Document Number)

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08/17/10--01003--002 \*\*43.75

09/20/10--01009--018 \*\*70.00

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TALLAHASSEE, FLORIDA

D. BRUCE

SEP 21 2010

EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 17, 2010

GARY A. GOLDSTEIN  
3518 BROADWAY  
WEST PALM BEACH, FL 33407

SUBJECT: B&P ENVIRONMENTAL LLC  
Ref. Number: L08000105080

We have received your document for B&P ENVIRONMENTAL LLC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$35.00.

The effective date must be specific and cannot be prior to the date of filing.

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) 245-6984.

Deborah Bruce  
Regulatory Specialist II

Letter Number: 210A00019708

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Freedom Environmental Services Inc  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Gary A. Goldstein

Contact Person

Firm/Company

3518 Broadway

Address

West Palm Beach, Florida 33407

City, State and Zip Code

GAGPA@aol.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gary Goldstein

Name of Contact Person

at ( 561 )

373-0327

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

**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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**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
<u>Freedom Environmental Services</u>	<u>Delaware</u>	<u>Corporation</u>
<u>Inc</u>		
<u>B &amp; P Environmental LLC</u>	<u>FLorida</u>	<u>Limited Liability Co.</u> <i>L-08-105080</i>

**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>Freedom Environmental Services</u>	<u>Delaware</u>	<u>Corporation</u>

**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 29, 2010~~ August 31, 2010

**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:

10445 General Drive, Orlando FL 32824-8533

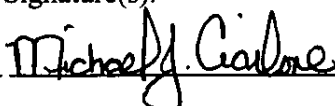
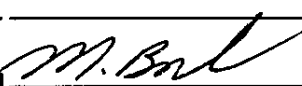
**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
B&P Environmental LLC		Michael Ciarlone MGR
Freedom Environmental Services		Michael Borish President

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

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

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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>
B&P Environmental LLC	Florida	Limited Liability Co.
Freedom Environmental Services, Inc	Delaware	Corp.

**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>
FreedomEnvironmental Services	Delaware	Corporation

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

B&P and its members on July 20, 2010 entered into a Purchase Agreement  
and its members exchanged 100% of the B&P membership interests  
for 48,000,000 shares of "FRDM" stock.

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(Attach additional sheet if necessary)

**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:

The membership interests in B&P were converted into/exchanged for

48,000,000 shares of Freedom Environmental Inc shares of stock.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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:

1. A purchase agreement between all the parties dated July 20, 2010.

*(Attach additional sheet if necessary)*

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**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

NA

*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

NA

*(Attach additional sheet if necessary)*

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

See 8 K and other documents filed that are matters of public records filed with

SEC

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

*(Attach additional sheet if necessary)*

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