

M00776

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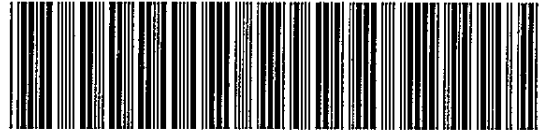
(Business Entity Name)

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05 DEC 28 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger/cc  
@ 1.6.04



# Jose M. Chanfrau, IV

**Attorney at Law**

**General Counsel**

Downrite Engineering Corp., Hurricane Waste, Inc.

Downrite Engineering & Development Corp., American Environmental Recycling, Inc.

**Via FedEx**

December 23, 2005

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


**Re: *Articles of Merger for Downrite Engineering & Development, Inc. Pursuant to F.S. §607.1104***

To Whom It May Concern:

Enclosed please find the Articles of Merger and attached Plan of merger for Downrite Engineering & Development, Inc. pursuant to F.S. §607.1104. The merger will be between Downrite Engineering & Development, Inc. and Downrite Engineering, Inc. with the surviving entity being Downrite Engineering, Inc. Both Downrite Engineering & Development, Inc. and Downrite Engineering, Inc. are 100% owned by Downrite Holdings, Inc. the parent corporations of both of these wholly owned subsidiaries. Please note that pursuant to F.S. §607.1104 any requirement of service of the plan of merger has been waived.

Also enclosed is check number 13383 for \$113.75 in payment for the filing fee plus \$8.75 for a certified copy to be returned to me at the address below. If you have any questions please do not hesitate to contact me at (305) 232-2340 or by e-mail at [jchanfrau@downrite.com](mailto:jchanfrau@downrite.com).

Regards,

  
Jose M. Chanfrau, IV Esq.  
General Counsel

**ARTICLES OF MERGER FOR DOWNRITE ENGINEERING & DEVELOPMENT  
CORP. PURSUANT TO F.S. § 607.1104**

The following articles of merger are being submitted in accordance with section 607.1104 Florida Statutes.

**FIRST:** Downrite Holdings, Inc. is the 100% owner of all the shares of its subsidiaries Downrite Engineering & Development, Inc. and Downrite Engineering Corp. Downrite Holdings, Inc. intends to merge Downrite Engineering & Development, Inc. into Downrite Engineering Corp.

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type for the parent and subsidiary corporations are as follows:

<u>Name &amp; Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Registration No.</u>	<u>FEI Number</u>
Downrite Holdings, Inc. 14241 SW 143 <sup>rd</sup> Court Miami, FL 33186	Florida	Parent Corporation	P01000019320	651150992
Downrite Engineering & Development Corp. 14241 SW 143 <sup>rd</sup> Court Miami, FL 33186	Florida	Subsidiary Corporation	P0000021518	65-1010729
Downrite Engineering Corp. 14241 SW 143 <sup>rd</sup> Court Miami, FL 33186	Florida	Subsidiary Corporation	M00776	59-2591090

**THIRD:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving subsidiary is as follows:

<u>Name &amp; Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Registration No.</u>	<u>FEI Number</u>
Downrite Engineering Corp. 14241 SW 143 <sup>rd</sup> Court Miami, FL 33186	Florida	Corporation	M00776	59-2591090

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**FOURTH:** The attached Plan of Merger meets the requirements of section 607.1104 Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607.1104 Florida Statutes. The Plan of Merger is attached hereto as **Exhibit "A."**

**FIFTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**SIXTH:** The shareholders of the subsidiaries have approved the Plan of Merger and waived any requirement of service of the Plan of Merger upon them.

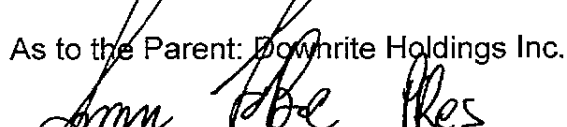
**SEVENTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by any agreement.

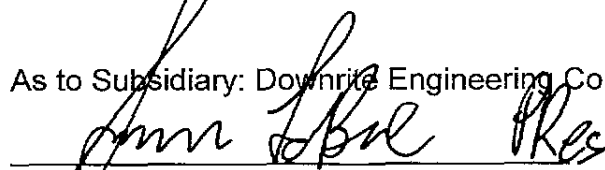
**NINTH:** The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

**TENTH: SIGNATURE(S) FOR EACH PARTY:**

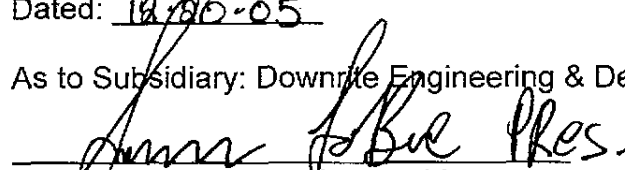
As to the Parent: Downrite Holdings Inc.:

  
By: Samuel J. Lobue, its President  
Dated: 12.20.05

As to Subsidiary: Downrite Engineering Corp.:

  
By: Samuel J. Lobue, its President  
Dated: 12.20.05

As to Subsidiary: Downrite Engineering & Development Corp.:

  
By: Samuel J. Lobue, its President  
Dated: 12.20.05

## EXHIBIT "A"

### PLAN OF MERGER FOR DOWNRITE ENGINEERING & DEVELOPMENT CORP. PURSUANT TO F.S. § 607.1104

The following Plan of Merger are being submitted in accordance with section 607.1104 Florida Statutes.

**FIRST:** Downrite Holdings, Inc. is the 100% owner of all the shares of its subsidiaries Downrite Engineering & Development, Inc. and Downrite Engineering Corp. Downrite Holdings, Inc. intends to merge Downrite Engineering & Development, Inc. into Downrite Engineering Corp.

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type for the parent and subsidiary corporations are as follows:

<u>Name &amp; Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Registration No.</u>	<u>FEI Number</u>
Downrite Holdings, Inc. 14241 SW 143 <sup>rd</sup> Court Miami, FL 33186	Florida	Parent Corporation	P01000019320	651150992
Downrite Engineering & Development Corp. 14241 SW 143 <sup>rd</sup> Court Miami, FL 33186	Florida	Subsidiary Corporation	P0000021518	65-1010729
Downrite Engineering Corp. 14241 SW 143 <sup>rd</sup> Court Miami, FL 33186	Florida	Subsidiary Corporation	M00776	59-2591090

**THIRD:** The exact name and jurisdiction of each merging party are as follows:

<u>Name &amp; Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Registration No.</u>	<u>FEI Number</u>
Downrite Engineering & Development Corp. 14241 SW 143 <sup>rd</sup> Court Miami, FL 33186	Florida	Subsidiary Corporation	P0000021518	65-1010729

Downrite Engineering      Florida      Subsidiary      M00776      59-2591090  
Corp.  
14241 SW 143<sup>rd</sup> Court  
Miami, FL 33186

**FOURTH:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving subsidiary is as follows:

<u>Name &amp; Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Registration No.</u>	<u>FEI Number</u>
Downrite Engineering Corp. 14241 SW 143 <sup>rd</sup> Court Miami, FL 33186	Florida	Corporation	M00776	59-2591090

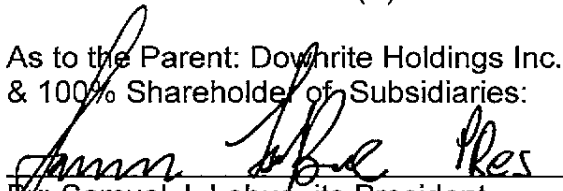
**FIFTH:** The terms and conditions of the merger are as follows:

Downrite Engineering Corp. will assume all assets and liabilities of Downrite Engineering & Development Corp. Shareholders of Downrite Engineering & Development Corp. will receive comparable shares in Downrite Engineering Corp.

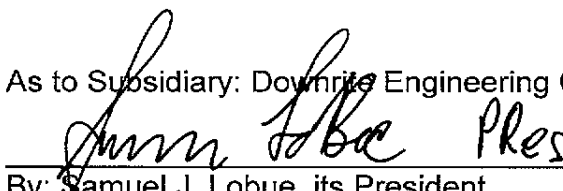
**SIXTH:** Downrite Holdings, Inc., the 100% shareholder of Downrite Engineering & Development, Inc. and Downrite Engineering Corp. consents to the Plan of Merger and waives any requirement to service of the Plan of Merger pursuant to F.S. §607.1104.

**SEVENTH:** SIGNATURE(S) FOR EACH PARTY:

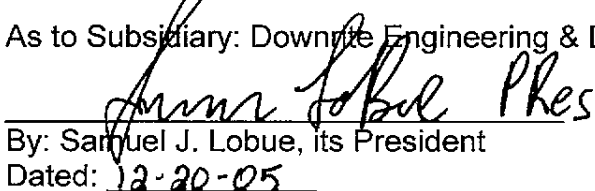
As to the Parent: Downrite Holdings Inc..  
& 100% Shareholder of Subsidiaries:

  
By: Samuel J. Lobue, its President  
Dated: 12-20-05

As to Subsidiary: Downrite Engineering Corp.:

  
By: Samuel J. Lobue, its President  
Dated: 12-20-05

As to Subsidiary: Downrite Engineering & Development Corp.:


  
By: Samuel J. Lobue, its President  
Dated: 12-20-05

RESOLUTION OF BOARD OF DIRECTORS OF DOWNRITE HOLDINGS, INC.

Approving the merger of Downrite Engineering & Development, Corp. into Downrite Engineering, Corp., The Chairman stated that the next order of business was to consider the advisability of merger of Downrite Engineering & Development, Corp. into Downrite Engineering, Corp. After a full discussion and upon the motion dully made, seconded, and unanimously carried, it was:

Resolved, by the Board of Directors that the merger of Downrite Engineering & Development, Corp. into Downrite Engineering, Corp. as being in the best interest of the Corporation.

(Attach Corporate Seal)

  
SAMUEL J. TOBUE  
CHAIRMAN DOWNRITE HOLDINGS,  
INC.

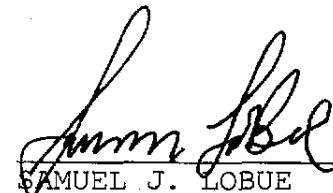
Dated: 12-20-05

RESOLUTION OF BOARD OF DIRECTORS OF DOWNRITE ENGINEERING &  
DEVELOPMENT CORP.

Approving the merger of Downrite Engineering & Development, Inc. into Downrite Engineering, Corp., The Chairman stated that the next order of business was to consider the advisability of merger of Downrite Engineering & Development, Inc. into Downrite Engineering, Inc. After a full discussion and upon the motion dully made, seconded, and unanimously carried, it was:

Resolved, by the Board of Directors that the merger of Downrite Engineering & Development, Corp. into Downrite Engineering, Inc., as being in the best interest of the Corporation.

(Attach Corporate Seal)



SAMUEL J. LOBUE  
CHAIRMAN DOWNRITE ENGINEERING  
& DEVELOPMENT, CORP.

Dated: 12-20-05




RESOLUTION OF BOARD OF DIRECTORS OF DOWNRITE ENGINEERING &  
DEVELOPMENT CORP.

Approving the merger of Downrite Engineering & Development, Corp. into Downrite Engineering, Corp., The Chairman stated that the next order of business was to consider the advisability of merger of Downrite Engineering & Development, Corp. into Downrite Engineering, Corp. After a full discussion and upon the motion dully made, seconded, and unanimously carried, it was:

Resolved, by the Board of Directors that the merger of Downrite Engineering & Development, Corp. into Downrite Engineering, Corp., as being in the best interest of the Corporation.

(Attach Corporate Seal)

  
\_\_\_\_\_  
SAMUEL J. LOBUE  
CHAIRMAN DOWNRITE ENGINEERING  
& DEVELOPMENT, CORP.

Dated: 12-20-05