

P0000000/6630

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
CLEAN-MARK GROUP, INC.

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EXAMINER

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ARTICLES OF MERGER

FOR

CLEAN-MARK FLORIDA LLC
(a Delaware limited liability company)

AND

CLEAN-MARK GROUP AMERICA LLC
(a Delaware limited liability company)

INTO

CLEAN-MARK GROUP, INC.
(a Florida corporation)

Pursuant to Florida Profit Corporation in accordance with s. 607.1109, 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>
Clean-Mark Florida LLC	Delaware	LLC
Clean-Mark Group America LLC	Delaware	LLC

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>
Clean-Mark Group, Inc.	Florida	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation and foreign limited liability company that is a party to the merger in accordance with the applicable provision of Chapters 607, 608, 617, and/or 620, Florida statutes.

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 Delaware under which such other business entity is formed.

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FIFTH: Signature for Each Party:

Name of Entity:

Clean-Mark Florida LLC

Clean-Mark Group America LLC

Clean-Mark Group, Inc.

Signature:

Typed Name of Individual:

John Vavitsas

John Vavitsas

John Vavitsas

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Clean-Mark Florida LLC	Delaware	LLC
Clean-Mark Group America LLC	Delaware	LLC

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>
Clean-Mark Group, Inc.	Florida	Corporation

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

1. Clean-Mark Florida LLC and Clean-Mark Group America LLC shall, pursuant to the provisions of the Delaware Limited Liability Company Act, be merged with and into Clean-Mark Group, Inc., a single corporation, to wit, Clean-Mark Group, Inc. which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Statute. The separate existence of Clean-Mark Florida LLC and Clean-Mark Group America LLC which are hereinafter sometimes referred to as the "terminating companies," shall cease at the said effective time in accordance with the provisions of the Delaware Limited Liability Company Act.

2. The Articles of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Statute.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Statute.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each membership interest of the terminating companies shall, at the effective time of the merger, be cancelled.

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6. Each share of the surviving corporation which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

7. The members of the terminating companies and the Board of Directors and the proper officers of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

9. The effective time of the Agreement, and the time when the merger herein agreed upon shall become effective, shall be upon the date of filing with the office of the Florida Department of State.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed
behalf of each of the constituent companies parties thereto.

CLEAN-MARK FLORIDA LLC

By: CLEAN-MARK GROUP AMERICA LLC, its
sole member

By: CLEAN-MARK GROUP INC., its sole member

By: 
John Vavitsas, President & CEO

CLEAN-MARK GROUP AMERICA LLC

By: CLEAN-MARK GROUP INC., its sole member

By: 
John Vavitsas, President & CEO

CLEAN-MARK GROUP, INC.

By: 
John Vavitsas, President & CEO

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