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Account Number : 105204000476
Phone : (321) 728-2800
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MERGER OR SHARE EXCHANGE

Advanced Technical Enterprises, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC.
INTO ADVANCED TECHNICAL ENTERPRISES, INC.**

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one (1) of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Global Engineering, Management and Support, Inc.	Florida
Advanced Technical Enterprises, Inc.	Florida

SECOND: The surviving corporation is Advanced Technical Enterprises, Inc. and it is to be governed by Chapter 607 of the laws of the State of Florida.

THIRD: The Plan and Agreement of Merger (the "Plan of Merger") attached hereto as Exhibit A was approved by the shareholders of the undersigned corporations in the manner prescribed by Section 607.1103 of the Florida Business Corporation Act, as amended, on October 30, 2008.

FOURTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Advanced Technical Enterprises, Inc.	100	Common	N/A
Global Engineering, Management and Support, Inc.	100	Common	N/A

Florida Bar No. 0381195
O'Brien, Riemenschneider, Kancilia & Lemonidis, P.A.
1686 West Hibiscus Blvd.
Melbourne, FL 32901
(407)728-2800 - FAX(407)728-0002

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FIFTH: As to each of the undersigned corporations, the votes in favor of the merger of each class entitled to vote thereon were sufficient to approve the merger. The total number of shares voted for against such Plan of Merger as to each of the undersigned corporations, respectively, and as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan of Merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>
Advanced Technical Enterprises, Inc.	100	0	Common
Global Engineering, Management and Support, Inc.	100		Common

SIXTH: This merger shall be effective on October 31, 2008.

Dated: October 30, 2008

GLOBAL ENGINEERING, MANAGEMENT
AND SUPPORT, INC.

By: 
Eva Kohfeldt, President

ADVANCED TECHNICAL ENTERPRISES, INC.

By: 
Charles C. Kohfeldt, President

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James M. O'Brien, Esq.
Florida Bar No. 516589
O'Brien, Riemenschneider, Wattwood & Cantwell P.A.
1686 West Hibiscus Blvd.
Malabar, FL 32909

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PLAN AND AGREEMENT OF MERGER
by
GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC.
with and into
ADVANCED TECHNICAL ENTERPRISES, INC.
under the name of
ADVANCED TECHNICAL ENTERPRISES, INC

This is a Plan and Agreement of Merger ("Agreement") between GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC., a Florida corporation (sometimes referred to as the "Merging Corporation") and ADVANCED TECHNICAL ENTERPRISES, INC., a Florida corporation (sometimes referred to as "the Acquisition Corporation").

ARTICLE I – PLAN OF MERGER

1. **Plan Adopted.** A Plan of Merger of GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC. and ADVANCED TECHNICAL ENTERPRISES, INC. pursuant to Section 607.1101, Florida Statutes, and Section 368(a)(1)(A) of the Internal Revenue Code is adopted as follows:

(a) GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC., shall be merged with and into ADVANCED TECHNICAL ENTERPRISES, INC., to exist and to be governed by the laws of the State of Florida.

(b) The name of the Surviving Corporation shall be ADVANCED TECHNICAL ENTERPRISES, INC.

(c) When this Agreement shall become effective, the separate corporate existence of GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT INC. shall cease and the Surviving Corporation shall succeed without other transfer to all the rights and property of ADVANCED TECHNICAL ENTERPRISES, INC. and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(d) The Surviving Corporation will carry on business with the assets of the Merging Corporation as well as with the assets of ADVANCED TECHNICAL ENTERPRISES, INC.

(e) The shareholders of the Merging Corporation will surrender all of their shares in the manner hereinafter set forth.

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(f) In exchange for the shares of GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC. surrendered by its shareholders, the Surviving Corporation will issue and transfer to those shareholders on the basis set forth in Article IV below, sixty-six (66) shares of its only class of common stock outstanding and no other consideration.

(g) Shareholders of ADVANCED TECHNICAL ENTERPRISES, INC. will retain their shares as shares of the Surviving Corporation.

(h) The Articles of Incorporation of ADVANCED TECHNICAL ENTERPRISES, INC. as existing on the effective date of the merger shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed as provided in the Articles or as provided by law.

2. **Effective Date.** The effective date of the merger ("Effective Date") shall be October 31, 2008.

ARTICLE II – ACTIONS AND OBLIGATIONS PRIOR TO THE EFFECTIVE DATE

1. **Submission of Shareholders.** This Agreement shall be submitted separately to the shareholders of the constituent corporations in the manner provided by the laws of the State of Florida.

ARTICLE III – DIRECTORS AND OFFICERS

1. **Directors and Officers of Survivor.**

(a) The present board of directors of ADVANCED TECHNICAL ENTERPRISES, INC. (the "Board of Directors") shall continue to serve as the Board of Directors of the Surviving Corporation until the next annual meeting or until their successors have been elected and qualified.

(b) If a vacancy shall exist on the Board of Directors of the Surviving Corporation on the Effective Date of the merger, the vacancy may be filled by the shareholders as provided in the bylaws of the Surviving Corporation.

(c) All persons who, as of the Effective Date of the merger, shall be executive or administrative officers of ADVANCED TECHNICAL ENTERPRISES, INC. shall remain as officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall deem otherwise. The Board of Directors of the Surviving Corporation may elect or appoint additional officers as it deems necessary.

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ARTICLE IV – MANNER OF CONVERTING SHARES

1. **Manner.** The holders of shares of GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC. shall surrender their shares to the secretary of the Surviving Corporation promptly after the Effective Date in exchange for shares of the Surviving Corporation to which they are entitled under this Article IV.

2. **Basis.** The shareholders of GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC. shall be entitled to receive sixty-six (66) shares of the only class of common stock of the Surviving Corporation, each of one dollar (\$1.00) par value, being forty percent (40%) of the total outstanding common stock of the Surviving Corporation, in exchange for the one hundred (100) shares of common stock of the Merging Corporation outstanding.

3. **Shares of Survivor.** The currently outstanding one hundred (100) shares of the only class of common stock of ADVANCED TECHNICAL ENTERPRISES, INC., each of one dollar (\$1.00) par value, shall remain outstanding as common stock, each of one dollar (\$1.00) par value of the Surviving Corporation.

ARTICLE V – BYLAWS

1. **Bylaws.** The Bylaws of ADVANCED TECHNICAL ENTERPRISE, INC. as existing on the Effective Date of the merger shall continue in full force as the Bylaws of the Surviving Corporation until altered, amended or repealed as provided in the Bylaws or as provided by law.

ARTICLE VI – INTERPRETATION AND ENFORCEMENT

1. **Further Assurances.** The Merging Corporation agrees that from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all deeds and other instruments. The Merging Corporation further agrees to take or cause to be taken any further other actions as the Surviving Corporation may deem necessary or desirable to vest in, to perfect in or to conform of record or otherwise, to the Surviving Corporation, title to and possession of all the property rights, privileges, powers and franchises referred to in Article I of this Agreement and otherwise to carry out the intent and purposes of this Agreement.

ARTICLE VII – ENTIRE AGREEMENT

This Agreement and any exhibits to this Agreement contain the entire agreement between the parties with respect to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one (1) original. The validity, interpretation and performance of this Agreement shall be governed by, construed and enforced in accordance with the laws of the State of Florida.

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IN WITNESS WHEREOF, this Agreement is executed on this 31 day of October 2008.

Attest:

**GLOBAL ENGINEERING, MANAGEMENT
AND SUPPORT, INC.**

Eva Kohfeldt, Secretary

By: 

Eva Kohfeldt, President

Attest:

ADVANCED TECHNICAL ENTERPRISES, INC.

Charles C. Kohfeldt, Secretary

By: 

Charles C. Kohfeldt, President

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**WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF DIRECTORS
OF
ADVANCED TECHNICAL ENTERPRISES, INC.**

The undersigned, being the sole member of the board of directors of ADVANCED ENTERPRISES, INC., a Florida corporation, (the "Corporation") hereby consents in accordance with Section 607.0821, Fla. Stat., to the adoption of the plan and agreement of merger (the "Plan") by and between GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT INC., as the merging corporation and ADVANCED TECHNICAL ENTERPRISES INC., as the surviving corporation in accordance with the Plan attached hereto and incorporated herein by reference. The president and the secretary of the Corporation are hereby authorized to execute the Plan on behalf of ADVANCED TECHNICAL ENTERPRISES, INC. The undersigned hereby consents to the action taken in lieu of meeting and waives notice of any director meeting to approve the merger as herein described.

The board of directors unconditionally recommends the Plan to the shareholders for their approval by vote in accordance with Section 607.1103, Fla. Stat.

Date: 10/31/2008

CHARLES C. KOHFELDT, Director

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**WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF DIRECTORS
OF
GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC.**

The undersigned, being the sole member of the board of directors of GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC., a Florida corporation, (the "Corporation") hereby consents in accordance with Section 607.0821, Fla. Stat., to the adoption of the plan and agreement of merger (the "Plan") by and between GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC., as the merging corporation and ADVANCED TECHNICAL ENTERPRISES, INC., as the surviving corporation in accordance with the Plan attached hereto and incorporated herein by reference. The president and the secretary of the Corporation are hereby authorized to execute the Plan on behalf of GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC. The undersigned hereby consents to the action taken in lieu of meeting and waives notice of any director meeting to approve the merger as herein described.

The board of directors unconditionally recommends the Plan to the shareholders for their approval by vote in accordance with Section 607.1103, Fla. Stat.

Date:

10/31/2008
Eva Kohfeldt, Director

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**WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF SHAREHOLDERS
OF
ADVANCED TECHNICAL ENTERPRISES, INC.**

The undersigned shareholder, owning all of the common stock of ADVANCED TECHNICAL ENTERPRISES, INC. outstanding, hereby consents in accordance with Section 607.0704, Fla. Stat., to the adoption of the plan and agreement of merger between GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC., as the merging corporation and ADVANCED TECHNICAL ENTERPRISES, INC., as the surviving corporation a copy of which is attached hereto and incorporated herein by reference. The shareholder hereby waives any notice of this special meeting. The board of directors is hereby authorized to cause the articles of merger to be prepared and filed with the Secretary of State evidencing said merger.

Date: 10/31/2008

CHARLES C. KOHFELDT, Sole Shareholder

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**WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF SHAREHOLDERS
OF
GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC.**

The undersigned shareholder, owning all of the common stock of GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC. outstanding, hereby consents in accordance with Section 607.0704, Fla. Stat., to the adoption of the plan and agreement of merger between GLOBAL ENGINEERING, MANAGEMENT AND SUPPORT, INC., as the merging corporation and ADVANNCED TECHNICAL ENTERPRISES, INC., as the surviving corporation a copy of which is attached hereto and incorporated herein by reference. The shareholder hereby waives any notice of this special meeting. The board of directors is hereby authorized to cause articles of merger to be prepared and filed with the Secretary of State evidencing said merger.

Date:

10/31/2008
Eva Kohfeldt, Sole Shareholder

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