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PAGE 01/07

Division of Corporations

Page 1 of 1

P01000084492

Florida Department of State
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**MERGER OR SHARE EXCHANGE
ES CONSULTANTS INC.**

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PAGE 02/07

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March 1, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ES CONSULTANTS INC.
7700 N KENDALL DR.
STE. 607
MIAMI, FL 33156

SUBJECT: ES CONSULTANTS INC.
REF: P01000084492

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In the corporation name ES CONSULTANTS INC., there is no comma after Consultants. Please correct name through out the document.

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) 245-6050.

Tina Roberts
Regulatory Specialist II

FAX Aud. #: H12000054412
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER**
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
ES Consultants Inc.	Florida	PO1000084492

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
ESC Acquisition Corporation	California	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 03 / 01 / 2012 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on February 29, 2012.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 29, 2012.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER (Non Subsidiaries)

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
The portion of Article IV of the articles of incorporation that reads as follows:

"The name of each member of the Corporation's Board of Directors is: Eduardo F. Smith"

is hereby deleted in its entirety.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

H12000054412 3

**ADDENDUM A
TO
PLAN OF MERGER
OF
ES CONSULTANTS INC.
AND
ESC ACQUISITION CORPORATION**

Each share of the stock of ES Consultants, Inc. that is issued and outstanding, shall, by virtue of the merger, and without any action on the part of the holder thereof, be automatically cancelled and converted into the right to receive the amounts set out in the Agreement and Plan of Merger dated as of February 29, 2012 entered into by ES Consultants Inc., ESC Acquisition Corporation, Stearns, Conrad and Schmidt, Consulting Engineers, Inc., a Virginia corporation, and the sole shareholder of ES Consultants Inc.

Neither ESC Consultants Inc. nor ESC Acquisition Corporation has outstanding any options or other rights to acquire shares that will be converted into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Each share of common stock of ESC Acquisition Corporation that is issued and outstanding shall, by virtue of the merger, and without any action on the part of the holder thereof, be automatically converted into one share of common stock of ES Consultants, Inc.