

Division of Corporations

Page 1 of 2

P02000003731

Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

TURBEC AMERICAS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Ref: 2-16
(6)

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

TURBEC AMERICAS, INC., a Virginia corporation not qualified in Florida

INTO

TURBEC AMERICAS, INC., a Florida entity, P02000003731.

File date: January 16, 2002

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
OF
TURBEC AMERICAS, INC.,
a Virginia corporation,
into and with
TURBEC AMERICAS, INC.
a Florida corporation

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The following Articles of Merger are submitted in accordance with Section 607.1105,
Florida Statutes:

First: The surviving corporation is TURBEC AMERICAS, INC., a Florida corporation
(the "Surviving Corporation").

Second: The disappearing corporation is TURBEC AMERICAS, INC., a Virginia
corporation (the "Disappearing Corporation").

Third: The Agreement and Plan of Merger is attached hereto as Exhibit "A." Pursuant
to the Plan of Merger, Disappearing Corporation will be merged with and into Surviving
Corporation and Surviving Corporation shall be the surviving corporation (the "Merger").

Fourth: The Merger shall be effective at 11:59 p.m. on January 15, 2002.

Fifth: The Plan of Merger was adopted by the shareholder of the Surviving Corporation
on January 14, 2002.

Sixth: The Plan of Merger was adopted by the shareholder of the Disappearing
Corporation and approved by the Disappearing Corporation in accordance with the laws of the
Commonwealth of Virginia on January 14, 2002.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of
the 14th day of January, 2002.

TURBEC AMERICAS, INC.,
a Virginia corporation

By: 
Christer Tannander, President

TURBEC AMERICAS, INC.,
a Florida corporation

By: 
Christer Tannander, President

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EXHIBIT "A"

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), is entered into this 14th day of January, 2002, by and between **TURBEC AMERICAS, INC.**, a Virginia corporation ("Turbec-Virginia"), and **TURBEC AMERICAS, INC.**, a Florida corporation ("Turbec-Florida").

BACKGROUND

A. The Board of Directors of Turbec-Virginia and the Board of Directors of Turbec-Florida have determined that it is in the best interests of the shareholders of Turbec-Virginia and the shareholders of Turbec-Florida, respectively, that, pursuant to Section 13.1-716, Code of Virginia, and Section 607.1107, Florida Statutes, Turbec-Virginia be merged with and into Turbec-Florida, which shall be the surviving corporation (Turbec-Florida in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) and Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

B. The authorized capital stock of Turbec-Virginia consists of five thousand (5,000) shares of Common Stock, no par value ("Turbec-Virginia Common Stock"), of which one hundred (100) shares are issued and outstanding.

C. The authorized capital stock of Turbec-Florida consists of five thousand (5,000) shares of Common Stock, par value \$0.01 ("Turbec-Florida Common Stock"), of which one hundred (100) shares are issued and outstanding.

D. The Board of Directors of Turbec-Virginia and the Board of Directors of Turbec-Florida have approved the merger described above upon the terms and conditions hereinafter set forth and have approved this Agreement.

TERMS OF AGREEMENT

In consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Florida Business Corporation Act and the Virginia Stock Corporation Act that Turbec-Virginia shall be, at the Effective Date (as hereinafter defined), merged (the "Merger") into a single corporation existing under the laws of the State of Florida, to wit, Turbec-Florida, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

SECTION 1

ACTION BY SHAREHOLDERS; FILINGS; EFFECTS OF MERGER

SECTION 1.1 Action by Shareholders of Turbec-Virginia. On or before January 31, 2002, the shareholders of Turbec-Virginia shall adopt this Agreement in accordance with the Virginia Stock Corporation Act.

SECTION 1.2 Action by Shareholders of Turbec-Florida. On or before January 31, 2002, the shareholders of Turbec-Florida shall adopt this Agreement in accordance with the Florida Business Corporation Act.

SECTION 1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the shareholders of Turbec-Virginia in accordance with the Virginia Stock Corporation Act, (b) this Agreement is adopted by the shareholders of Turbec-Florida in accordance with the Florida Business

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Corporation Act, and (c) this Agreement, is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded with the Secretary of State of the State of Florida in accordance with Section 607.1101 *et seq.*, Florida Statutes, and Articles of Merger shall be filed and recorded with the State Corporation Commission of Virginia in accordance with Section 13.1-720, Code of Virginia. The Merger shall become effective at 11:59 p.m. on January 15, 2002, which date is referred to herein as the "Effective Date."

SECTION 1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Turbec-Virginia shall cease, and Turbec-Virginia shall be merged with and into Turbec-Florida which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as a private nature, and be subject to all the restrictions, disabilities, and duties of Turbec-Virginia; and all and singular, the rights, privileges, powers and franchises of Turbec-Virginia, and all property, real, personal, and mixed, and all debts due to Turbec-Virginia on whatever account, as well for stock subscriptions and all other things in action or belonging to Turbec-Virginia, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter be effectually the property of the Surviving Corporation as if it was Turbec-Virginia, and the title to any real estate vested by deed or otherwise, under the laws of the Commonwealth of Virginia or the State of Florida or any other jurisdiction, in Turbec-Virginia, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Turbec-Virginia shall be preserved unimpaired, and all debts, liabilities, and duties of Turbec-Virginia shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Turbec-Virginia, or the corresponding officers of the Surviving Corporation, may, in the name of Turbec-Virginia, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all of the property, rights, privileges, powers, franchises, immunities, and interests of Turbec-Virginia and to otherwise carry out the purposes of this Agreement.

SECTION 2

NAME OF SURVIVING CORPORATION; ARTICLES OF INCORPORATION; BYLAWS

SECTION 2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall continue to be: **TURBEC AMERICAS, INC.**

SECTION 2.2 Articles of Incorporation. The Articles of Incorporation of Turbec-Florida as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed, amended or restated as provided by law.

SECTION 2.3 Bylaws. The Bylaws of Turbec-Florida, as in effect immediately before the Effective Date, shall from and after the Effective Date be and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

SECTION 3

STATUS AND CONVERSION OF SECURITIES

The manner and basis of converting shares of the capital stock of Turbec-Virginia and the nature and amount of securities of Turbec-Florida which the holders of Turbec-Virginia Common Stock are to receive in exchange for such shares are as follows:

SECTION 3.1 Turbec-Virginia Common Stock. Each one (1) share of Turbec-Virginia Common Stock which shall be issued and outstanding immediately before the Effective Date, shall by virtue of the

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Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one (1) share of Turbec-Florida Common Stock. In that a total of one hundred (100) shares of Turbec-Virginia Common Stock are outstanding at the Effective Time, a total of one hundred (100) shares of Turbec-Florida Common Stock will be issued to the holder of Turbec-Virginia Common Stock in exchange for all of such shareholder's shares of Turbec-Virginia Common Stock.

SECTION 3.2 Turbec-Florida Common Stock. All issued and outstanding shares of Turbec-Florida Common Stock held by the shareholder of Turbec-Florida immediately before the Effective Date shall be unaffected by virtue of the Merger and shall remain outstanding subsequent to the Effective Date.

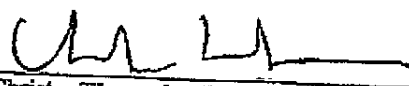
SECTION 4
MISCELLANEOUS

SECTION 4.1 Termination and Abandonment. This Agreement may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement by the shareholders of Turbec-Virginia, if the Board of Directors of Turbec-Virginia or the Board of Directors of the Surviving Corporation duly adopts a resolution abandoning this Agreement of Merger.

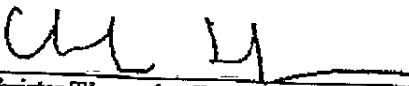
SECTION 4.2 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Agreement, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Turbec Americas, Inc., a Virginia corporation, and Turbec Americas, Inc. a Florida corporation, on the date first written above.

TURBEC AMERICAS, INC.,
a Virginia corporation

By: 
Christer Tannander, President

TURBEC AMERICAS, INC.,
a Florida corporation

By: 
Christer Tannander, President

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