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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MOBILE SERVICES INTERNATIONAL, INC.

|                       |         |
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| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 05      |
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TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER  
OF  
MOBILE SERVICES INTERNATIONAL, INC.  
AND  
MOBILE SERVICES CORPORATION**

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2005 MAY -9 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
of the State of Florida

The following Articles of Merger are executed for the purpose of merging MOBILE SERVICES CORPORATION, a Florida corporation (the "Merging Corporation") into MOBILE SERVICES INTERNATIONAL, INC. a Florida corporation (the "Surviving Corporation").

1. The Agreement and Plan of Merger is attached hereto as Exhibit A.
2. The Plan of Merger for merging the Merging Corporation into the Surviving Corporation was approved by all of the Shareholders of the Merging Corporation on April 16<sup>th</sup>, 2005 and by all of the Shareholders of the Surviving Corporation on April 16<sup>th</sup>, 2005.
3. The merger shall become effective at the close of business on April 16<sup>th</sup>, 2005.

Executed on April 16<sup>th</sup>, 2005.

**MOBILE SERVICES INTERNATIONAL, INC.**

By: 

Nelson Vasquez, President

"Surviving Corporation"

**MOBILE SERVICES CORPORATION**

By: 

Nelson Vasquez, President

"Merging Corporation"

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### AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is executed this 1<sup>st</sup> day of May, 2005, and shall become effective as of the close of business on the 1<sup>st</sup> day of May, 2005 (the "Effective Date"), between MOBILE SERVICES INTERNATIONAL, INC., a Florida corporation, ("Surviving Corporation") and MOBILE SERVICES CORPORATION, a Florida corporation ("Merging Corporation").

#### WITNESSETH:

WHEREAS, Surviving Corporation by its Certificate of Incorporation filed in the office of the Secretary of State on July 24, 2002, has authorized 100 shares of capital stock with \$10.00 par value of which 100 shares of said common capital stock are authorized as voting common capital stock. On the date hereof 100 shares are issued and outstanding;

WHEREAS, Merging Corporation by its Certificate of Incorporation filed in the office of the Secretary of State on November 27, 2000, has authorized 1000 shares of capital stock with \$.01 par value of which 1,000 shares of said common capital stock are authorized as voting common capital stock. On the date hereof 1,000 shares are issued and outstanding;

WHEREAS, the Board of Directors of the Merging Corporation have authorized the merger of Merging Corporation into Surviving Corporation pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law; and

WHEREAS, this Plan is subject to and is recommended for approval by the shareholders of the Merging Corporation.

NOW, THEREFORE, the merger of the Merging Corporation into Surviving Corporation shall be accomplished as follows:

#### ARTICLE I Merger

On the Effective Date, Merging Corporation shall be merged into Surviving Corporation and Surviving Corporation shall merge Merging Corporation into itself. Following the approval of this Plan by the Shareholders, the officers of the Merging Corporation shall cause the filing of Articles of Merger with the Secretary of the State of Florida. This Merger shall become effective as of the Effective Date.

#### ARTICLE II Articles of Incorporation

The Articles of Incorporation of the Surviving Corporation shall remain in effect and unchanged as a result of this merger.

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### ARTICLE III Conversion of Shares

The manner of converging the outstanding shares of capital stock of the Merging Corporation into the shares of Surviving Corporation on the basis of fair values assigned to said outstanding shares, shall be as follows:

(a) Each share of \$.01 par value common capital stock of Merging Corporation outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, become one share of voting common capital stock with \$10.00 par value of Surviving Corporation. As soon as practical after the Effective Date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of Merging Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefore a certificate or certificates representing the aggregate number of shares of common voting stock of Surviving Corporation into which the shares of common stock of Merging Corporation theretofore represented by such certificate or certificates shall have been converted pursuant to this Article.

(b) Each share of voting common stock with \$10.00 par value of the Surviving Corporation shall remain unchanged as a result of this Merger.

### ARTICLE IV Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing bylaws of Surviving Corporation shall remain in effect and unchanged as a result of this merger.

(b) The first annual meeting of the shareholders of Surviving Corporation to be held after the Effective Date shall be the annual meeting provided by the bylaws of Surviving Corporation.

(c) The first regular or annual meeting of the Board of Directors of Surviving Corporation to be held after the Effective Date shall be as provided in the bylaws of Surviving Corporation.

(d) The directors of Surviving Corporation shall be as follows:

Elsa Vasquez  
Nelson Vasquez

(e) The officers of Surviving Corporation on the Effective Date shall be as follows:

Nelson Vasquez President

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Nelson Vasquez  
Nelson VasquezVice President  
Secretary Treasurer

- (f) The Merging Corporation shall pay all expenses incident to this merger.
- (g) Prior to the Effective Date, Merging Corporation shall not issue, sell or issue rights to subscribe to any shares of stock.
- (h) Prior to the Effective Date, Merging Corporation shall not incur any obligations not expressly contemplated by this Plan, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.
- (i) Upon the Effective Date, the separate existence of Merging Corporation shall cease, and Merging Corporation shall be merged into Surviving Corporation, in accordance with the provisions hereof, the laws of the State of Florida. After the merger, Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merging Corporation. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merging Corporation shall be vested in Surviving Corporation, and the title to any real estate, whether by deed or otherwise, vested in Merging Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merging Corporation shall be preserved unimpaired; and all debts, liabilities and duties of Merging Corporation shall thenceforth attach to 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 Surviving Corporation.
- (j) Following the merger, Surviving Corporation shall cause a copy of this Plan, the Certificate of Merger, or such other documents as the officers of Surviving Corporation shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merging Corporation is situated.
- (k) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merging Corporation, the proper officers and directors of Merging Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan.

ARTICLE V  
Approval of Merger

The parties do hereby acknowledge and confirm as follows:

- (a) This Plan has been duly adopted and approved by written consent dated Apr. 16, 2005, by the Director of the Surviving Corporation pursuant to Sections 607.1101 and 607.1103, Florida Statutes, and has been approved by the shareholders of the Surviving Corporation and the

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undersigned officers of the Surviving Corporation have been authorized and directed to execute same.

(b) This Plan has been duly adopted and approved by written consent dated Apr. 16, 2005, by the Board of Directors of the Merging Corporation pursuant to Sections 607.1101 and 607.1103, Florida Statutes, and has been approved by the shareholders of the Merging Corporation and the undersigned officers of the Merging Corporation have been authorized and directed to execute same.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their duly authorized officers as of the day and year first above-written.

## MOBILE SERVICES CORPORATION

Witness

By:

Nelson Vasquez, President

"Merging Corporation"

Witness

## MOBILE SERVICES INTERNATIONAL, INC.

Witness

By:

Nelson Vasquez, President

"Surviving Corporation"

Witness

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