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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

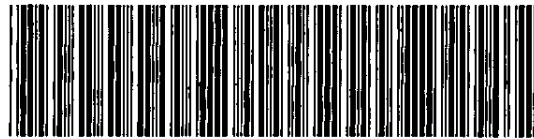
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*merger*

04/23/07--01003--002 \$70.00

FILED

2007 APR 23 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DOE*  
*4/26/07*

# **OUTSOURCE ESTIMATING INC.**

913 SPOTTSWOOD ROAD  
RICHMOND, VA 23220-6621  
PHONE: 804-353-8090 FAX: 804-353-8091

## **LETTER OF TRANSMITTAL**

***APRIL 17, 2007***

**TO:** *Florida Secretary of State  
Division of Corporations  
Amendment Section*

**RE:** Corporate Merger

**WE ARE SENDING YOU:** ☒ ATTACHED ☐ CONTRACT  
☐ CHANGE ORDER ☐ SUBMITTALS  
☐ PLANS ☐ SPECS  
☐ UNDER SEPARATE COVER ☒ OTHER

COPIES	DATE	NO.	DESCRIPTION
1	4/16/07		Articles of Merger
1	4/17/07		Check for \$70.00 (two entities)

**THESE ARE TRANSMITTED AS CHECKED BELOW:**

☒ FOR APPROVAL

### **COMMENTS:**

**Ladies and Gentlemen:**

Please change the contact information, if still needed, to the heading above. I still have a Florida cell #, 352-425-8225, if you need additional information. You can also e-mail me at [outsourcегary@earthlink.net](mailto:outsourcегary@earthlink.net).

**Kind Regards,**



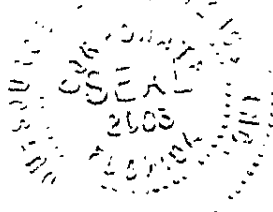
**Joseph Gary Mazzilli**

**ARTICLES OF MERGER**  
**MERGING**  
**OUTSOURCE ESTIMATING, INC.**  
**a Florida corporation**  
  
**INTO**  
  
**OUTSOURCE ESTIMATING, INC.**  
**a Virginia corporation**

**FILED**  
2007 APR 23 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1105, F.S., and §13.720 of the Code of Virginia, as amended.

1. The Surviving Corporation. The surviving corporation shall be OUTSOURCE ESTIMATING, INC., a Virginia corporation.
2. The Merging Corporation. The merging corporation shall be OUTSOURCE ESTIMATING, INC., a Florida Corporation.
3. The Plan of Merger. The Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
4. Effective Time. The merger shall become effective on the date these Articles of Merger are filed with the Virginia State Corporation Commission.
5. Board and Shareholder Action.
  - A. OUTSOURCE ESTIMATING, Inc., a Virginia corporation. The Board of Directors and Shareholder of OUTSOURCE ESTIMATING, Inc., a Virginia corporation, by written consent and unanimous vote, approved the Plan of Merger as of April 16, 2007, as reflected in Exhibit B hereto.
  - B. OUTSOURCE ESTIMATING, Inc., a Florida corporation. The Board of Directors and Shareholder of OUTSOURCE ESTIMATING, Inc., a Florida corporation, by



written consent and unanimous vote, approved the Plan of Merger as of April 16, 2007, as reflected in Exhibit C hereto.


6. Compliance. The merger contemplated by the Plan of Merger is permitted by the laws of Florida and Virginia, and each party, in effecting such merger has complied with the law of the state in which it is incorporated, organized and formed.

Dated: April 16, 2007

OUTSOURCE ESTIMATING, Inc.,  
a Virginia corporation

BY:   
Joseph G. Mazzilli, President

OUTSOURCE ESTIMATING, Inc.,  
a Florida corporation

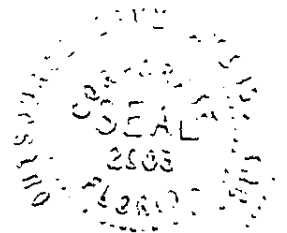
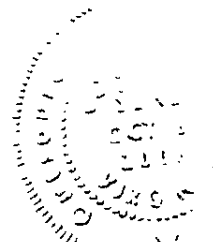
BY:   
Joseph G. Mazzilli, President



**EXHIBIT A**  
**PLAN OF MERGER**  
**MERGING**  
**OUTSOURCE ESTIMATING, INC.**  
**a Florida corporation**  
**INTO**  
**OUTSOURCE ESTIMATING, INC.**  
**a Virginia corporation**

The following Plan of Merger is submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1101, F.S., and §13.1-720 of the Code of Virginia, as amended.


1. The Surviving Corporation. The surviving corporation shall be OUTSOURCE ESTIMATING, Inc., a Virginia corporation.
2. The Merging Corporation. The merging corporation shall be OUTSOURCE ESTIMATING, Inc., a Florida corporation.
3. The Terms and Conditions. OUTSOURCE ESTIMATING, Inc., a Florida Corporation, shall merge into OUTSOURCE ESTIMATING, Inc., a Virginia corporation. The Virginia corporation shall acquire title to all property and assets of the Florida corporation, and shall become responsible for all liabilities of the Florida corporation. Joseph G. Mazzilli shall be the President and Secretary of the surviving Virginia corporation, and Kim E. Mazzilli shall be the Vice-President and Treasurer. Each corporation shall provide such notice, obtain such approval, and prepare, execute and file such documents as necessary to effectuate the merger. The merger shall become effective as of the date the Articles of Merger are filed with the Virginia State Corporation Commission.



4. Stocks. The shares of the merging Florida corporation shall be converted into shares of the surviving Virginia corporation on a one-to-one basis.

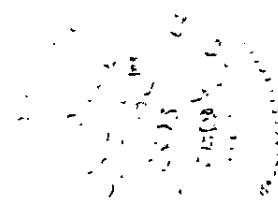
Dated: April 16, 2007

OUTSOURCE ESTIMATING, Inc.  
a Virginia corporation

BY:   
President

OUTSOURCE ESTIMATING, Inc.,  
a Florida corporation

BY:   
President

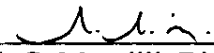


**EXHIBIT B**


**CONSENT OF DIRECTORS AND SHAREHOLDERS  
OF  
OUTSOURCE ESTIMATING, Inc., a Virginia corporation**

Pursuant to §13.1-685 and §13.1-657 of the Code of Virginia, the undersigned, being all of the directors and shareholders of OUTSOURCE ESTIMATING, Inc., a Virginia corporation, (the "Corporation") do hereby consent to the merger of the Corporation with OUTSOURCE ESTIMATING, Inc., a Florida corporation and do hereby authorize and direct the officers of the Corporation to execute such documents and to do such additional acts on behalf of the Corporation as may be necessary in furtherance of the said action.

Dated: April 16, 2007

  
\_\_\_\_\_  
Joseph G. Mazzilli, Director/Shareholder

Dated: April 16, 2007

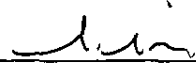
  
\_\_\_\_\_  
Kim E. Mazzilli, Director/Shareholder

**EXHIBIT C**

**CONSENT OF DIRECTORS AND SHAREHOLDERS  
OF  
OUTSOURCE ESTIMATING, INC., a Florida corporation**

Pursuant to §607.0821 and §607.0704 of the Florida Business Corporation Act, the undersigned, being all of the directors and shareholders of *OUTSOURCE ESTIMATING, Inc.*, a Florida corporation, (the "Corporation") do hereby consent to the merger of the Corporation into *OUTSOURCE ESTIMATING, Inc.*, a Virginia corporation and do hereby authorize and direct the officers of the Corporation to execute such documents and to do such additional acts on behalf of the Corporation as may be necessary in furtherance of the said action.

Dated: April 16, 2007

  
\_\_\_\_\_  
Joseph G. Mazzilli, Director/Shareholder

Dated: April 16, 2007

  
\_\_\_\_\_  
Kim E. Mazzilli, Director/Shareholder

