

P03000106090

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**MERGER OR SHARE EXCHANGE  
EAST COAST ORNAMENTAL WELDING, INC.**

Certificate of Status	0
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C.COULLETTE

DEC 31 2009

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EXAMINER

**ARTICLES OF MERGER BETWEEN  
EAST COAST CUSTOM POWDER COATING, INC.  
AND  
EAST COAST ORNAMENTAL WELDING, INC.**

Pursuant to Section 607.1105, Florida Statutes, East Coast Custom Powder Coating, Inc., a Florida Corporation ("Powder") and East Coast Ornamental Welding, Inc., a Florida Corporation ("Welding") adopt the following Articles of Merger for the purpose of merging Powder into Welding, the latter of which is to survive the merger.

**ARTICLE I  
SURVIVING CORPORATION**

The name, principal address, jurisdiction, document number, entity type, and FEI number for the surviving corporation is as follows:

Name  
East Coast Ornamental Welding, Inc.

Principal Address  
1794 State Avenue  
Holly Hill, FL 32117

Jurisdiction and Document Number  
Florida, P03000106090

Entity Type and FEIN  
Corporation, 200234984

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**ARTICLE II  
MERGING CORPORATIONS**

The name, principal address, jurisdiction, document number, entity type, and FEI numbers for the merging corporation is as follows:

Name  
East Coast Custom Powder Coating, Inc.

Principal Address  
1770 State Avenue  
Holly Hill, FL 32117

Jurisdiction and Document Number  
Florida, P04000147262

Entity Type and FEIN  
Corporation, 201743850

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**ARTICLE III  
PLAN OF MERGER**

The Plan of Merger is attached.

**ARTICLE IV  
EFFECTIVE DATE**

The merger shall become effective on December 31, 2009.

**ARTICLE V  
ADOPTION OF MERGER BY SURVIVING CORPORATION**

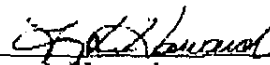
The Plan of Merger was adopted by the board of directors and shareholders of Powder by unanimous written consent dated December 30, 2009 in accordance with Chapter 607 Florida Statutes.

**ARTICLE VI  
ADOPTION OF MERGER BY MERGING CORPORATIONS**

The Plan of Merger was adopted by the board of directors and shareholders of Welding by unanimous written consent dated December 30, 2009 in accordance with Chapter 607 Florida Statutes.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 31<sup>st</sup> day of December 2009.

East Coast Ornamental Welding, Inc., a Florida corporation

  
By: Terry L. Howard  
Its: President

East Coast Custom Powder Coating, Inc., a Florida corporation

  
By: Richard M. Adjemian  
Its: President

**AGREEMENT AND PLAN OF MERGER BETWEEN  
EAST COAST CUSTOM POWDER COATING, INC.  
AND  
EAST COAST ORNAMENTAL WELDING, INC.**

The following Agreement and Plan of Merger, which was adopted and approved by East Coast Ornamental Welding, Inc., a Florida corporation ("Surviving Corporation") and East Coast Custom Powder Coating, Inc., a Florida corporation ("East Coast Powder"), is being submitted in accordance with section 607.1101, Florida Statutes.

1. The name, form/entity type, and jurisdiction of each merging party is as follows:

East Coast Ornamental Welding, Inc., a Florida corporation

East Coast Custom Powder Coating, Inc., a Florida corporation

2. The name, form/entity type, and jurisdiction of the surviving party is:

East Coast Ornamental Welding, Inc., a Florida corporation

3. On the effective date of the merger the general terms and conditions of the merger are: (i) the separate existence of East Coast Powder shall cease and East Coast Powder shall be merged with and into Surviving Company, (ii) the Articles of Organization of Surviving Company in effect immediately prior to the effective date of the merger shall be the Articles of Organization of the Surviving Company, (iii) the Shareholders Agreement of Surviving Company in effect immediately prior to the effective date of the merger shall be the Shareholders Agreement of the Surviving Company, and (iv) the Federal Employer Identification Number ("FEIN") assigned to Surviving Company shall remain the FEIN used for the Surviving Company.

4. The manner and basis of converting the interest of East Coast Powder are as follows: As of the effective date of the merger, the stock and/or interest of East Coast Powder shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such stock and/or interest shall cease to have any rights with respect thereto.

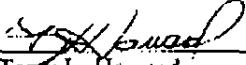
5. The manner and basis of converting the stock and/or interest of the Surviving Corporation are as follow: As of the effective date of the merger, the stock and/or interest of the Surviving Company shall not be converted or exchanged in any manner, but each said percentage of stock and/or interest at the effective time and date of the merger shall continue to represent the percentage of stock and/or interest of the surviving company. There are no rights to acquire stock and/or interest in East Coast Powder or the Surviving Company.

6. This Agreement may not be modified, changed, or altered by any statement not contained herein, and may only be modified by further written consent signed by both parties.

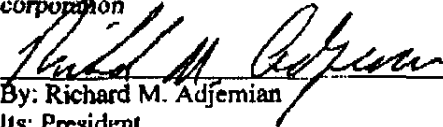
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Dated: December 30, 2009

East Coast Ornamental Welding, Inc., a Florida  
corporation

  
By: Terry L. Howard  
Its: President

East Coast Custom Powder Coating, Inc., a Florida  
corporation

  
By: Richard M. Adjemian  
Its: President

**WRITTEN ACTION  
OF  
THE BOARD OF DIRECTORS AND SHAREHOLDERS  
OF  
EAST COAST CUSTOM POWDER COATING, INC.  
BY WRITTEN CONSENT IN LIEU OF A MEETING**

The undersigned, being all of the members of the board of directors and all shareholders of East Coast Custom Powder Coating, Inc., a Florida corporation ("Corporation"), hereby take the following actions by written consent in lieu of holding a meeting regarding same, in accordance with the provisions of Section 607.0821 and Section 607.0704, Florida Statutes:

WHEREAS, the directors and shareholders of the Corporation desire to merge with East Coast Ornamental Welding, Inc., a Florida corporation ("Welding"), in accordance with the Articles of Merger (the "Articles") and Plan of Merger ("Plan"), attached hereto as Exhibit A and Exhibit B, respectively;

WHEREAS, the Corporation shall be merge into Welding and Welding shall be the surviving entity; and

WHEREAS, the directors and shareholders find it to be in the best interest of the Corporation to merge with Welding in accordance with the attached Articles and Plan.


**NOW THEREFORE BE IT HEREBY RESOLVED AS FOLLOWS:**

1. The merger of the Corporation into Welding, as the surviving entity, in accordance with the attached Articles and Plan is hereby ratified and approved.


2. Richard M. Adjemian as President of the Corporation, or his designee, is authorized, empowered and directed to execute any and all documents necessary to implement the above including but not limited to the Articles and Plan, and to file the same with the Secretary of State of Florida.

Dated: December 31, 2009

East Coast Custom Powder Coating, Inc., a Florida corporation



By: Richard M. Adjemian  
Its: Director and Shareholder



By: Terry L. Howard  
Its: Director and Shareholder