

**P03000117286**

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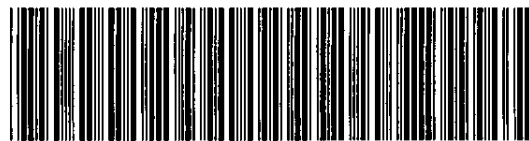
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TALLAHASSEE, FLORIDA

**C. LEWIS**

MAY -4 2012

**EXAMINER**

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Dynamis Energy, LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Lin DuBois

Contact Person

Doherty & Doherty LLP

Firm/Company

1717 St. James Place, Ste. 520

Address

Houston, Texas 77056

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lin DuBois

Name of Contact Person

at ( 713 ) 572-9769

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1109 of the Florida Statutes, United Energy Services, Inc., a Florida corporation ("Merged Corporation"), and Dynamis Energy, LLC, a Texas limited liability company ("Surviving Company"), adopt the following Articles of Merger for the purpose of merging the Merged Corporation into the Surviving Company.

ARTICLE ONE

The name, entity type and state of incorporation of the merging corporation are as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Entity Type</u>
703000117286 United Energy Services, Inc.	Florida	corporation

ARTICLE TWO

The name, entity type and state of incorporation of the surviving company are as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Entity Type</u>
Dynamis Energy, LLC	Texas	limited liability company

ARTICLE THREE

The attached Agreement and Plan of Merger has been approved by the Merged Corporation in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

ARTICLE FOUR

The attached Agreement and Plan of Merger has been approved by the Surviving Company in accordance with the applicable laws of the state of Texas.

ARTICLE FIVE

The Merger shall become effective upon the date these Articles of Merger have been filed with the Florida Department of State.

ARTICLE SIX

The principal office address of the Surviving Company in the state of Texas is as follows:

Dynamis Energy, LLC

4300 North Central Expressway, No. 325  
Dallas, TX 75206

ARTICLE SEVEN

The Surviving Company appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Merged Corporation. The Surviving Company agrees to promptly pay the dissenting shareholders of the Merged Corporation the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

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IN WITNESS WHEREOF, the Merged Corporation and Surviving Company have each  
caused these Articles of Merger to be executed by a duly authorized officer or manager this 19<sup>th</sup>  
April, 2012  
day of ~~December~~, 2011.

MERGED CORPORATION

United Energy Services, Inc.,  
a Florida corporation

By: 

Name: Justin Bishop  
Title: President

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TALLAHASSEE, FLORIDA

SURVIVING CORPORATION

DYNAMIS ENERGY, LLC,  
a Texas limited liability company

By: 

Name: Mr. Daniel Cook  
Title: Manager

## AGREEMENT AND PLAN OF MERGER

2012 This Agreement and Plan of Merger (the "Plan") dated as of the 19<sup>th</sup> day of December, 2011, provides for the merger of United Energy Services, Inc., a Florida corporation ("Merged Corporation") into Dynamis Energy, LLC, a Texas limited liability company ("Surviving Company"). The Merged Corporation and the Surviving Company shall be referred to collectively herein as the "Constituent Entities."

1. Declarations. Each of the Constituent Entities is duly organized and validly existing under the laws of their respective states of incorporation. The state of organization for each of the Constituent Entities is as follows:

<u>Entity</u>	<u>State of Organization</u>	<u>Entity Type</u>
United Energy Services, Inc.	Florida	Corporation
Dynamis Energy, LLC	Texas	Limited Liability Company

The Merged Corporation and the Surviving Company desire to agree to and consummate a merger of the Merged Corporation with and into the Surviving Company. The purpose of this Plan is to set forth certain of the terms and conditions under which such transaction shall take place.

2. The Merger. On the Effective Date (as defined in Section 9 of the Plan) the Merged Corporation shall be merged with and into the Surviving Company. The purpose of this Plan is to set forth certain of the terms and conditions under which such transaction shall take place.

3. Certificate of Formation and Company Agreement. The Certificate of Formation of the Surviving Company as existing and constituted immediately prior to the Effective Date shall, from and after the Effective Date, be and constitute the Certificate of Formation of the Surviving Company until amended in the manner provided by law or the Company Agreement. The Limited Liability Company Agreement of the Company is being amended and restated as of the date hereof to reflect the effect of the Merger. The Articles of Incorporation and Bylaws of the Merged Corporation shall no longer have any force or effect.

4. Effect of the Merger. On the Effective Date the separate corporate existence of the Merged Corporation shall cease and the Surviving Company shall continue in existence and without other transfer, succeed to and possess all the properties, rights, privileges, immunities, powers, purposes and franchises, of a public as well as a private nature, and shall be subject to all the obligations, restrictions, disabilities and duties of the Merged Corporation and the Surviving Company, all without further act or deed, and all rights of creditors and other obligees, and all liens on property of either of the Merged Corporation or the Surviving Company shall be preserved unimpaired subsequent to the merger.

5. Tax Clearance. The Surviving Company will be responsible for the payment of all franchise taxes due for the Merged Corporation as well as the Surviving Company.

6. Conversion of Shares. The manner and basis of converting the shares of stock of the Merged Corporation into units of membership interests of the Surviving Company are as follows:

6.1 Upon and by reason of the merger becoming effective, each unit of membership interest of the Surviving Company outstanding immediately prior to the merger shall continue to be issued and outstanding.

6.2 Upon and by reason of the merger becoming effective, each share of the common stock of the Merged Corporation outstanding immediately prior to the merger shall be converted into one unit of membership interest of the Surviving Company.

7. Ratification by Stockholders and Members. This Plan shall be submitted to the stockholders of the Merged Corporation and the members of the Surviving Company for approval at meetings or by consent in accordance with the applicable provisions of the laws of the states of their respective organization and their respective constituent documents. If this Plan is duly authorized and adopted by the requisite vote or consent of the stockholders of the Merged Corporation and the members of the Surviving Company and is not terminated and abandoned pursuant to the provisions of Section 10 hereof, the Plan and/or articles or certificates of merger shall be executed, acknowledged, filed and recorded in accordance with the laws of the states of organization of each of the Constituent Entities as soon as practicable after requisite approval by the stockholders of the Merged Corporation and the members of the Surviving Company.

8. Managers of Surviving Company. The names and business addresses of the managers of the Surviving Company are as follows:

Robert Michael Scott II  
4300 N. Central Expressway, #325  
Dallas, TX 75206

W. David Cook  
4300 N. Central Expressway, #325  
Dallas, TX 75206

Justin Bishop  
4300 N. Central Expressway, #325  
Dallas, TX 75206

9. Effective Date. The Merger shall become effective upon the date the Articles of Merger have been filed with the Department of State of Florida and the Certificate of Merger has been filed with the Secretary of State of Texas or such later time as may be mutually agreed by the Constituent Entities, herein sometimes called the "Effective Date".

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10. Abandonment. This Plan may be abandoned at any time notwithstanding favorable action on the merger by the stockholders of the Merged Corporation and the members of the Surviving Company, but not later than the Effective Date, by the mutual consent of a majority of the members of the Surviving Company and the Board of Directors of the Merged Corporation.

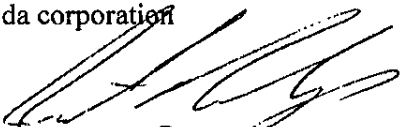
11. Counterparts. This Plan may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.



IN WITNESS WHEREOF, the Merged Corporation and the Surviving Company have each caused this Plan to be executed and acknowledged by a duly authorized officer or manager as of the date noted above.


MERGED CORPORATION

UNITED ENERGY SERVICES, INC.,  
a Florida corporation

By:   
Name: Justin Bishop  
Title: President

SURVIVING COMPANY

DYNAMIS ENERGY, LLC,  
a Texas limited liability company

By:   
Name: Robert Michael Scott II  
Title: President

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