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**MERGER OR SHARE EXCHANGE
SUMMIT ENERGY SERVICES, INC.**

Certificate of Status	0
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Corporate Filing Menu

Help

ARTICLES OF MERGER

merging
MCE PROFESSIONAL SERVICES, INC.
(a Florida corporation)

with and into

SUMMIT ENERGY SERVICES, INC.
(a Delaware corporation)

FILED
09 DEC 23 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §607.1105 of the Florida Business Corporation Act (the "FBCA"), Summit Energy Services, Inc., a Delaware corporation (the "Corporation"), as the surviving corporation, hereby adopts and delivers the following Articles of Merger (the "Articles"):

First: The plan of merger (the "Plan") pursuant to which MCE Professional Services, Inc., a Florida corporation (the "Subsidiary"), will merge (the "Merger") with and into the Corporation, is attached hereto as Exhibit "A" and made a part hereof.

Second: The effective time of the Merger, which pursuant to §607.1105(1)(b) of the FBCA may be on or after the date of filing these Articles, shall be December 31, 2009, 5:00 p.m. Eastern Time, whereupon each issued and outstanding share of common stock of the Subsidiary shall be automatically canceled and cease to exist, and no cash, securities or other property shall be issued in exchange therefore. The Corporation shall continue in existence as the surviving corporation, and the separate corporate existence of the Subsidiary shall cease.

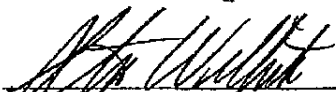
Third: The Corporation is the sole shareholder of the Subsidiary and owns 100% of the issued and outstanding shares of each class of capital stock of the Subsidiary. Pursuant to §607.1104(1)(a), shareholder approval was not required and the Plan and the Merger were authorized without the approval of the shareholders of the Corporation or the Subsidiary.

Fourth: The Plan was adopted by the Corporation on December 17, 2009, by the unanimous written consent of its Board of Directors. The Plan was adopted by the Subsidiary on December 17, 2009, by the unanimous written consent of its Board of Directors.

[Remainder of page left intentionally blank; signature page follows]

IN WITNESS WHEREOF, Summit Energy Services, Inc. and MCE Professional Services, Inc. have caused these Articles of Merger to be signed by the undersigned duly authorized officers on the 17 day of December, 2009.

SUMMIT ENERGY SERVICES, INC.

By: 
Name: Steve Wilhite
Title: President

MCE PROFESSIONAL SERVICES, INC.

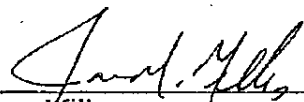
By: 
Name: Jason Miller
Title: President

EXHIBIT "A"

PLAN OF MERGER

This Plan of Merger is adopted pursuant to §253(a) of the General Corporation Law of the State of Delaware ("DGCL") and §607.1104 of the Florida Business Corporation Act (the "FBCA").

1. Merger. The name of the parent corporation is Summit Energy Services, Inc., a Delaware corporation (the "Corporation"), and the name of the subsidiary corporation is MCE Professional Services, Inc., a Florida corporation (the "Subsidiary"). The Corporation owns 100% of the issued and outstanding shares of each class of capital stock of the Subsidiary. At the Effective Time (as defined below), the Subsidiary shall be merged (the "Merger") with and into the Corporation, in accordance with §607.1104 of the FBCA. The Corporation shall continue in existence as the surviving corporation (the "Surviving Corporation"), and the separate corporate existence of the Subsidiary shall cease.

2. Effective Time. The Merger shall take effect as of December 31, 2009, 5:00 p.m., Eastern Time (the "Effective Time").

3. Effect of Merger on Outstanding Shares. At the Effective Time, each issued and outstanding share of common stock of the Subsidiary shall be automatically canceled and cease to exist, and no cash, securities or other property shall be issued in exchange therefore.

4. Shareholders of the Subsidiary. Shareholders of the Subsidiary who, except for the applicability of §607.1104 of the FBCA, would be entitled to vote and who dissent from the Merger pursuant to §607.1321 of the FBCA, may be entitled, if they comply with the applicable provisions of the FBCA regarding appraisal rights, to be paid the fair value of their shares.

5. Amended and Restated Certificate of Incorporation. The Amended and Restated Certificate of Incorporation of the Corporation in effect immediately prior to the Effective Time shall remain in effect and otherwise constitute the certificate of incorporation of the Surviving Corporation.

Waiver of Notice. The Corporation, constituting the sole shareholder and parent corporation of the Subsidiary, does hereby, by written consent, waive any requirement, including the requirement contained in §§ 607.1104(2) and 607.1102(3) of the FBCA, that a copy or summary of the Plan be mailed to it.

SUMMIT ENERGY SERVICES, INC.

By: _____
Name: Steve Wilhite
Title: President

PLAN OF MERGER
Merging
MCE PROFESSIONAL SERVICES, INC.
(a Florida corporation)

with and into

SUMMIT ENERGY SERVICES, INC.
(a Delaware corporation)

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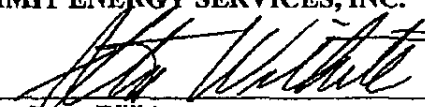
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SUMMIT ENERGY SERVICES, INC.

By: 
Name: Steve Wilhite
Title: President