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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

ALLSTATE MECHANICAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER****OF****AHMS MANAGEMENT, INC.**
(a New York Corporation)**INTO****ALLSTATE MECHANICAL, INC.**
(a Florida Corporation)

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

1. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Allstate Mechanical, Inc.	Florida
AHMS Management, Inc.	New York

2. The laws of the state or country under which such foreign corporation is organized permit such merger, and such foreign corporation is complying with those laws in effecting the merger.

3. The domestic corporation, which is the surviving corporation of the merger, complies with the applicable provisions of Sections 607.1101 through 607.1105 F.S.

4. The plan of merger is as follows:

The Board of Directors and Shareholders of AHMS Management, Inc., a New York corporation ("AHMS"), and Allstate Mechanical, Inc., a Florida corporation ("Allstate"), have adopted the following plan of merger:

1. Allstate, a corporation incorporated under the laws of the State of Florida, and AHMS, a corporation incorporated under the laws of the State of New York, are the constituent corporations. AHMS shall be merged into Allstate, which shall be the surviving corporation.

2. The designation and number of outstanding shares of each class of Allstate is 200 shares of common stock, no par value, all of which are entitled to vote. The designation and number of outstanding shares of each class of AHMS is 200 shares of common stock, no par value, all of which are entitled to vote. The number of such shares is not subject to change prior to the effective date of the merger.

3. The terms and conditions of the merger are as follows:

(a) All of the issued and outstanding shares of Allstate shall be retired.

(b) Forthwith upon the effective date, each of the issued and outstanding shares of common stock of AHMS and all rights in respect thereof shall be converted into one full paid and nonassessable share of common stock of Allstate, and each certificate nominally representing shares of common stock of AHMS shall for all purposes be deemed to evidence the ownership of a like number of shares of common stock of Allstate. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of common stock of Allstate but, as certificates nominally representing shares of common stock of AHMS are surrendered for transfer, Allstate will cause to be issued certificates representing shares of common stock of Allstate and, at any time upon surrender by any holder of certificates nominally representing shares of common stock of AHMS, Allstate will cause to be issued therefor certificates for a like number of shares of common stock of Allstate.

(c) The certificate of incorporation and bylaws of the surviving corporation shall remain unchanged until amended or changed as provided herein or as provided by law.

4. (a) Each and every asset of AHMS shall be transferred to, vest in, and devolve upon Allstate, the surviving corporation, without further act or deed as effectively as if they were of the surviving corporation.

(b) The surviving corporation shall assume and be liable for all of the liabilities, obligations, and penalties of each of the constituent corporations.

5. The plan of merger was adopted by the shareholders and Board of Directors of Allstate, a Florida corporation, on June 21st, 2004, and was adopted by the shareholders and Board of Directors of AHMS, a New York corporation, on June 21st, 2004.

Signed this 21st day of JUNE, 2004.

AHMS MANAGEMENT, INC.

By: 

Steven Nadler

Title: President

ALLSTATE MECHANICAL, INC.

By: 

Steven Nadler

Title: President