

To: The Florida Dept. of State
Subject: 001181.95510
Division of Corporations

From: Ashley Smith

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0050000006366

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Division of Corporations
Fax Number : (850) 617-6380
From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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001181.95510

MERGER OR SHARE EXCHANGE

VENVEST BALLARD, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$113.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11-17-08

To: The Florida Dept. of State
Subject: 001181.95510

From: Ashley Smith

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850-617-6381

11/14/2008 10:38 PAGE 001/001 Florida Dept of State



November 14, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

VENVEST BALLARD, INC.
%CLOCKWORK, PLAZA FIVE POINTS
50 CENTRAL AVENUE, SUITE 920
SARASOTA, FL 34236

SUBJECT: VENVEST BALLARD, INC.
REF: P05000006366

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE. 11/13

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 208A00057239

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P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
VenVest Ballard, Inc.	Florida	P05000006366

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
VenVest Continental, Inc.	Florida	P05000014270
Climate Select, Inc.	California	C3004453
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 11/7/08.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 11/7/08.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

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PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>VenVest Ballard, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>VenVest Continental, Inc.</u>	<u>Florida</u>
<u>Climate Select, Inc.</u>	<u>California</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

VenVest Continental, Inc., a Florida corporation and Climate Select, Inc., a California corporation shall merge into VenVest Ballard, Inc., a Florida corporation (also qualified in California). VenVest Ballard, Inc. shall be the survivor of the merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

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**Attachment
To
Plan of Merger**

**VenVest Continental, Inc. and Climate Select, Inc.
Merging into VenVest Ballard, Inc.**

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each of the shares of common stock of the merging corporations issued and outstanding as of the effective date hereof shall, by virtue of the merger and without any action on the part of the holder thereof, shall be cancelled and retired upon the merger and no consideration shall be delivered with respect thereto or in exchange therefor.

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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