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C. Coulllette JAN 18 2006

LAW OFFICES
ARNSTEIN & LEHR LLP

201 SOUTH BISCAYNE BOULEVARD • SUITE 400

MIAMI, FLORIDA 33131

(305) 374-3330

FAX (305) 374-4744

www.arnstein.com

FOUNDED 1893

Richard B. Ivans
(305) 357-1926
rbivans@arnstein.com

CHICAGO, ILLINOIS
BOCA RATON, FLORIDA
TAMPA, FLORIDA
WEST PALM BEACH, FLORIDA
HOFFMAN ESTATES, ILLINOIS
MILWAUKEE, WISCONSIN
MEMBER OF INTERNATIONAL
LAWYERS NETWORK

January 9, 2006

Via FedEx

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**Re: Articles of Merger - Florida Environmental Services-Boca, Inc., into
Florida Environmental Services, Inc.**

Gentlemen:

Enclosed please find Articles of Merger together with this firm's check in the amount of \$70.00 payable to the Florida Department of State.

Please process the enclosed Articles of Merger in accordance with your standard procedures.

Thank you for your assistance.

Sincerely,



Richard B. Ivans

RBI/mem
Enclosures
cc: W. David Kimbrell

**ARTICLES OF MERGER
OF
FLORIDA ENVIRONMENTAL SERVICES-BOCA, INC..
INTO
FLORIDA ENVIRONMENTAL SERVICES, INC.**

The undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging them, under Florida Statutes § 607.1105:

1. The names and jurisdictions of incorporation of all parties to the merger are the following:

<u>Name of Corporation</u>	<u>Jurisdiction of Incorporation</u>
Florida Environmental Services-Boca, Inc.	Florida
Florida Environmental Services, Inc.	Florida

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2. The surviving corporation of the merger is Florida Environmental Services, Inc.

3. The Plan and Agreement of Merger attached hereto as Exhibit "A" was approved in the name of and on behalf of each of the parties to the merger in accordance with the requirements of Chapter 607, Florida Statutes.

4. No amendments to the Articles of Incorporation of Florida Environmental Services, Inc., the surviving corporation, are to be effected by the merger.

5. The Plan and Agreement of Merger was adopted by the sole director and sole shareholder of Florida Environmental Services-Boca, Inc., on January 10, 2006.

6. The Plan and Agreement of Merger was adopted by the sole director and sole shareholder of Florida Environmental Services, Inc., on January 10, 2006.

7. The merger shall be effected on the date that these Articles of Merger are filed with the Secretary of State of Florida.

8. Each share of Common Stock of Florida Environmental Services-Boca, Inc., shall be canceled.

Dated: January 10, 2006.

FLORIDA ENVIRONMENTAL
SERVICES-BOCA, INC., a Florida
corporation

By: W. David Kimbrell
W. David Kimbrell, President

(Corporate Seal)

FLORIDA ENVIRONMENTAL
SERVICES, INC., a Florida corporation

By: W. David Kimbrell
W. David Kimbrell, President

(Corporate Seal)

STATE OF FLORIDA)
) SS:
MIAMI-DADE COUNTY)

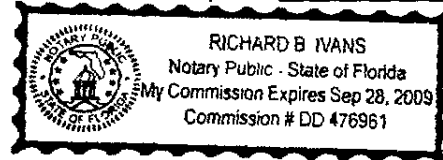
BEFORE ME, the undersigned authority, personally appeared W. David Kimbrell, as President of Florida Environmental Services-Boca, Inc., a Florida corporation, who is to me well known to me to be the person described in and who subscribed the above Articles of Merger, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, this 10th day of January 2006.

Richard B. IVANS
NOTARY PUBLIC, State of Florida

My Commission Expires: _____

STATE OF FLORIDA)
) SS:
MIAMI-DADE COUNTY)



BEFORE ME, the undersigned authority, personally appeared W. David Kimbrell, as President of Florida Environmental Services, Inc., a Florida corporation, who is to me well known to me to be the person described in and who subscribed the above Articles of Merger, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, this 10th day of January 2006.

Richard B. IVANS
NOTARY PUBLIC, State of Florida

My Commission Expires: _____

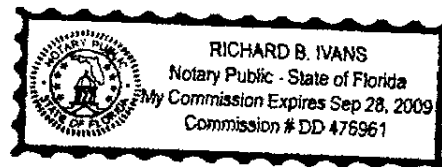


EXHIBIT "A"

**PLAN AND AGREEMENT OF MERGER OF
FLORIDA ENVIRONMENTAL SERVICES-BOCA, INC.,
WITH AND INTO FLORIDA ENVIRONMENTAL SERVICES, INC.**

THIS PLAN AND AGREEMENT OF MERGER (this "Plan") is made and entered into as of the 10th day of January 2006 and constitutes a plan for the merger of FLORIDA ENVIRONMENTAL SERVICES-BOCA, INC., ("Boca") with and into FLORIDA ENVIRONMENTAL SERVICES, INC. ("F.E.S."), each of them being a Florida corporation (collectively, the "Constituent Corporations").

1. Surviving Corporation. Boca shall merge with and into F.E.S. with F.E.S. being the surviving corporation (the "Surviving Corporation").

2. Effective Date. The merger referred to above (the "Merger") shall be effective as of the date that the Articles of Merger ("Articles of Merger") are filed with the Secretary of State of Florida (the "Effective Date").

3. Terms and Conditions of Merger. On the Effective Date, the Merger shall be effective, with the effect provided by Section 607.1106, Florida Statutes, the separate existence of Boca shall cease, the capital stock of Boca shall be cancelled, and F.E.S., the Surviving Corporation, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida, under the Articles of Incorporation, as previously amended, and By-Laws of F.E.S.

4. Articles of Incorporation, By-Laws, Directors and Officers. From and after the Effective Date, (a) the Articles of Incorporation of F.E.S., as previously amended, shall constitute the Articles of Incorporation of the Surviving Corporation, until amended in accordance with the Florida General Corporation Act, (b) the By-Laws of F.E.S. shall constitute the By-Laws of the Surviving Corporation, until amended in accordance with the Articles of Incorporation of the Surviving Corporation, as in effect from time to time, the By-Laws of the Surviving Corporation and the Florida General Corporation Act, and (c) the directors and officers of F.E.S. shall continue in the respective offices of the Surviving Corporation until their successors have been elected or appointed and qualified.

5. Authority of Directors and Officers. The Boards of Directors and the Shareholders of both Constituent Corporations have deemed it advisable and for the benefit of each of the Constituent Corporations and their respective shareholders that Boca merge into and with F.E.S. The approval and adoption of this Plan by the Board of Directors and the Shareholders of each of the Constituent Corporations shall be recorded in the minutes of their respective meetings, or in the resolutions respectively adopted by unanimous consent; and, unless previously terminated in accordance with the terms hereof, the Constituent Corporations shall submit the Articles of Merger in the form attached hereto and incorporating the terms of this Plan for filing and recording in accordance with the applicable laws of the State of Florida.

The Boards of Directors of both Constituent Corporations are hereby authorized, empowered, and directed to do all things and take all actions which they deem necessary and appropriate to carry out the purposes and intentions of this Plan, including, without limitation, the filing and recording of the Articles of Merger, tax returns and other documents with the appropriate officials of the State of Florida, the Internal Revenue Service, and any other governing bodies and the payment of all taxes due and payable thereunder.

6. Amendment. This Plan may be amended by majority vote of the Board of Directors of both Constituent Corporations at any time and in any respect.

7. Abandonment. This merger may be abandoned by majority vote of the Board of Directors of both Constituent Corporations at any time before the filing of the Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan and Agreement of Merger to be executed on their respective behalf and caused its corporate seal to be affixed hereto and attested by its President and Secretary, all as of the day and year first above written.

FLORIDA ENVIRONMENTAL
SERVICES-BOCA, INC., a Florida
corporation

By: W. David Kimbrell
W. David Kimbrell, President

(Corporate Seal)

FLORIDA ENVIRONMENTAL
SERVICES, INC., a Florida corporation

By: W. David Kimbrell
W. David Kimbrell, President

(Corporate Seal)