

PO 60000032072

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

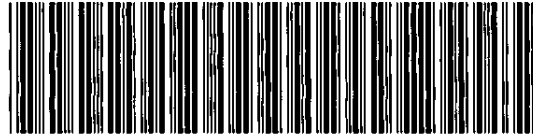
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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000123211210

04/15/08--01018--025 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR 25 PM 2:06

merger/cc
@ 4.25.08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Universal Construction Services, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Alexander H. Pyle
(Contact Person)

Sheehan Phinney Bass + Green, PA
(Firm/Company)

One Boston Place, 38th Floor
(Address)

Boston, MA 02108
(City/State and Zip Code)

For further information concerning this matter, please call:

Alexander H. Pyle At (617) 897-5642
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 18, 2008

ALEXANDER H. PYLE
SHEEHAN PHINNEY BASS & GREEN, PA
ONE BOSTON PLACE - 38TH FLOOR
BOSTON, MA 02108

SUBJECT: UNIVERSAL CONSTRUCTION SERVICES OF FLORIDA, INC.
Ref. Number: P06000032072

We have received your document for UNIVERSAL CONSTRUCTION SERVICES OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 208A00023372

RECEIVED
2008 APR 22 5 28 AM
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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)
Universal Construction Services, Inc.	Massachusetts	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Universal Construction Services of Florida, Inc.	Florida	P06000032072

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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 April 11, 2008.

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 April 11, 2008.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Universal Construction Services, Inc.

nc Jaime R. Lopez-Gris

Jaime P. Ford, President

Universal Construction Services of Florida, Inc.

Inc. Jaime B. Ford Pres.

Jaime P. Ford, President

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P.O. Box 6327
Tallahassee, Florida 32314

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is made and entered into as of April 11, 2008 by and between Universal Construction Services, Inc., a Massachusetts corporation having its principal place of business at 34 Broadway, Wakefield, Massachusetts 01880 ("UCS"), and Universal Construction Services of Florida, Inc., a Florida corporation having its principal place of business at 18101 Collins Avenue, Apt. 3408, Sunny Isles Beach, Florida 33160 ("UCS-FL").

WITNESSETH:

WHEREAS, on the date of this Plan of Merger, all of the outstanding capital stock of both UCS and UCS-FL is owned by Jaime P. Ford;

WHEREAS, the Board of Directors of each of UCS and UCS-FL have determined that it is advisable and to the advantage of UCS and UCS-FL that UCS-FL merge with and into UCS pursuant to Section 11.02 of the Massachusetts Business Corporation Act and Section 607.1101 of the Florida Business Corporation Act and upon the terms and conditions herein provided; and

WHEREAS, the Board of Directors and sole stockholder of each of UCS and UCS-FL have approved this Plan of Merger;

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, UCS and UCS-FL hereby agree to merge as follows:

1. Merger. UCS-FL shall be merged with and into UCS, and UCS shall survive the merger (the "Merger"). The Merger shall be effective on the date Articles of Merger are filed with the Secretary of State of the Commonwealth of Massachusetts and a Certificate of Merger is filed with the Department of State of the State of Florida (the "Effective Date").

2. Succession. On the Effective Date, UCS shall succeed to UCS-FL in the manner of and as more fully set forth in Section 11.07 of the Massachusetts Business Corporation Act and Section 607.1106 of the Florida Business Corporation Act. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of UCS-FL, its shareholders, Board of Directors and committees thereof, officers and agents which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of UCS and shall be as effective and binding thereon as the same were with respect to UCS-FL.

3. Directors and Officers and Governing Documents. The directors and officers of UCS shall be the same upon the Effective Date as they are immediately prior thereto. The Articles of Organization of UCS, as in effect on the Effective Date, shall continue to be the Articles of Organization of UCS as the surviving corporation without change or amendment until further

amended in accordance with the provisions thereof and applicable laws. The By-Laws of UCS, as in effect on the Effective Date, shall continue to be the By-Laws of UCS as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

4. Further Assurances. From time to time, as and when required by UCS or by its successors and assigns, there shall be executed and delivered on behalf of UCS-FL such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in UCS the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of UCS-FL, and otherwise to carry out the purposes of this Plan of Merger, and the officers and directors of UCS are fully authorized to take any and all such action and to execute and delivery any and all such deeds and other instruments.

5. Capital Stock of UCS-FL. Upon the Effective Date all outstanding shares of capital stock of UCS-FL shall be cancelled and retired by virtue of the Merger without any action on the part of the holder thereof. No capital stock or other securities of UCS shall be issued, nor shall any other form of consideration be paid, in respect of the Merger or such cancelled shares.

6. Capital Stock of UCS. Upon the Effective Date, all shares of capital stock of UCS outstanding immediately prior thereto shall remain outstanding without change.

7. Amendment. Subject to applicable law, at any time before the Effective Date, this Plan of Merger may be amended, supplemented or modified in any manner by action of the Board of Directors of UCS or UCS-FL.

8. Abandonment. At any time before the Effective Date, this Plan of Merger may be terminated and the Merger may be abandoned by action of the Board of Directors of UCS or UCS-FL.

9. Counterparts. In order to facilitate the filing and recording of this Plan of Merger, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and the same agreement.

IN WITNESS WHEREOF, this Plan of Merger, having first been duly approved by resolutions of the Board of Directors of UCS, is hereby executed as of the date first above written on behalf of each of said corporations by their respective officers thereunto duly authorized.

UNIVERSAL CONSTRUCTION SERVICES, INC.
a Massachusetts corporation

By: Jaime P. Ford - Pres.
Jaime P. Ford, President

UNIVERSAL CONSTRUCTION SERVICES OF
FLORIDA, INC.
a Florida corporation

By: Jaime P. Ford - Pres.
Jaime P. Ford, President