

P060000043501

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

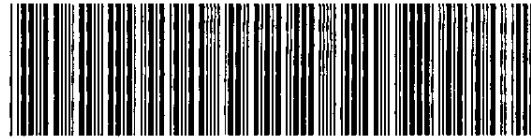
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11 DEC 30 PM 12:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AMERICAN ENGINEERS & CONTRACTORS 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:

SHIV SHAHI
Contact Person

AMERICAN ENGINEERS & CONTRACTORS INC
Firm/Company

4400 NORTHCORP PARKWAY
Address

PALM BEACH GARDENS, FL 33410
City/State and Zip Code

shiv@AECbuild.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SHIV SHAHI
Name of Contact Person

At (561) 8896621
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



December 21, 2011

Ms. Tina Roberts
Regulatory Specialist II
Amendment Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Merger – AMERICAN ENGINEERS & CONTRACTORS, INC

Dear Ms. Roberts:

Thanks for taking the time to speak with me this afternoon.

I apologize but I did not receive your previous letter dated March 07, 2011, most likely due to us moving to a new location. I just received the referenced letter via fax from Ms. Karen Gibson of your office (please see attached).

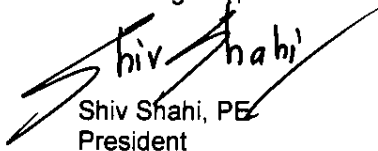
As discussed, I have attached original signed Articles of Merger for your reference.

Based on my understanding of your letter, I have corrected the name of the surviving Corporation (I inadvertently left the comma before 'INC'.)

I have also attached copy of documents previously submitted to your office.

Thank you in advance for your help and wish you a joyful holiday season.

Best Regards,

A handwritten signature in black ink, appearing to read 'Shiv Shahi', is written over a horizontal line. Below the signature, the text 'Shiv Shahi, PE' and 'President' are printed.

Shiv Shahi, PE
President

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Division of Corporations

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Please return all correspondence concerning this matter to following:

SHIV SHAHI

Contact Person

AMERICAN ENGINEERS & CONTRACTORS, INC

Firm/Company

500 VILLAGE SQUARE CROSSING, SUITE 203

Address

PALM BEACH GARDENS, FL 33410

City/State and Zip Code

shiv@AECbuild.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SHIV SHAHI

Name of Contact Person

At (561)

8896621

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

ARTICLES OF MERGER

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

FILED
11 DEC 30 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: SURVIVING CORPORATION

The name and jurisdiction of the **surviving** corporation shall be **AMERICAN ENGINEERS & CONTRACTORS, INC.**, formed and operating under the jurisdiction of the laws of the State of Florida, and bearing Florida Document Number: **P06000043501**

ARTICLE II: MERGING CORPORATION

The name and jurisdiction of the **merging** corporation shall be **ATLANTIC ENGINEERING, INSPECTION & TESTING SERVICES, INC.** formed and operating under the jurisdiction of the laws of the State of Florida, and bearing Florida Document Number: **P05000092424**

ARTICLE III: PLAN OF MERGER

The Plan of Merger is attached to these Articles of Merger and shall consist of one (1) page with no amendments.

ARTICLE IV: EFFECTIVE DATE OF MERGER

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

ARTICLE V: ADOPTION OF MERGER

The Plan of Merger was adopted by the shareholders of the surviving corporation on March 1, 2011

ARTICLE VI: ADOPTION OF MERGER

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 1, 2011.

ARTICLE VII: REGISTERED AGENT OF SURVIVING CORP.

The name and address of the registered agent of the surviving corporation **AMERICAN ENGINEERS & CONTRACTORS, INC** shall be: Shiv S. Shahi, whose post office address is 1101 Woodfield Road, Greenacres, Florida 33415

ARTICLE VIII: OFFICERS/DIRECTORS OF SURVIVING CORP.

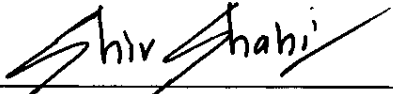
The names and post office address of the officer(s) and first Board of Directors of the surviving corporation **AMERICAN ENGINEERS & CONTRACTORS, INC** shall be One (1) in number and shall hold office for the first year, or until their successor(s) are elected and have qualified, shall be Shiv S. Shahi whose post office address is 1101 Woodfield Road, Greenacres, Florida 33415

ARTICLE IX: PRINCIPAL PLACE OF BUSINESS OF SURVIVING CORP.

The principal place of business of surviving corporation **AMERICAN ENGINEERS & CONTRACTORS, INC** and the street address of its corporate office shall be at 500 Village Square Crossing, Suite 203, Palm Beach, Gardens, FL 33410 with the privilege of transferring locations or having branch offices at other places within or without the State of Florida, and within or without the United States of America.

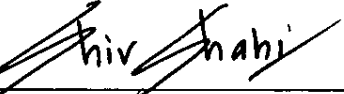
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 01 day of March, 2011
For the Surviving Corporation

AMERICAN ENGINEERS & CONTRACTORS, INC.
A Florida Corporation



Shiv S. Shahi
President/Sole Shareholder
For the Merging Corporation

ATLANTIC ENGINEERING, INSPECTION & TESTING SERVICES, INC.
A Florida Corporation



Shiv S. Shahi
President/Sole Shareholder

PLAN OF MERGER
SURVIVING CORPORATION
AMERICAN ENGINEERS & CONTRACTORS, INC.,

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.

1. The name and jurisdiction of the **surviving** corporation shall be **AMERICAN ENGINEERS & CONTRACTORS, INC.**, formed and operating under the jurisdiction of the laws of the State of Florida, and bearing Florida Document Number: **P06000043501**

2. The name and jurisdiction of the **merging** corporation shall be **ATLANTIC ENGINEERING, INSPECTION & TESTING SERVICES, INC.** formed and operating under the jurisdiction of the laws of the State of Florida, and bearing Florida Document Number: **P05000092424**

3. The terms and conditions of the merger shall be that the merging corporation shall have its assets and liabilities merged into and made apart thereto of the surviving corporation. All bank accounts and contractual obligations shall also be merged such that the surviving corporation shall be treated as an automatic assignment as to these collateral assets and liabilities.

4. 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:

OWNERSHIP OF THE STOCK OF BOTH CORPORATIONS IS OWNED 100% BY SHIV S. SHAHI. ALL SHARES OF BOTH CORPORATIONS SHALL BE CONSIDERED MERGED AND CONSOLIDATED.

5. Neither Corporation in this merger is the parent of subsidiary of the other.

6. The Resolution and Amendment to the Articles of Incorporation are attached hereto

FIN

**MERGER RESOLUTION AND AMENDMENT TO ARTICLES
AMERICAN ENGINEERS & CONTRACTORS, INC**

The following is the resolution of the Board of Directors of **AMERICAN ENGINEERS & CONTRACTORS, INC** a Florida Corporation, as adopted on the date hereinafter set forth:

WHEREAS, the Board of Directors has determined that it is necessary and appropriate that the officers hereinafter named be provided with the authority and power to form mergers and acquisitions on behalf of the Corporation subject to the limitations herein set forth; and

WHEREAS, the Board of Directors of the Corporation has determined that it is necessary and proper that the business and financial affairs of the Corporation be exercised on a day to day basis by the officers hereinafter named subject to the limitations and provisions herein after set forth;

Now, therefore, **IT IS RESOLVED AS FOLLOWS:**

1. AMERICAN ENGINEERS & CONTRACTORS, INC., formed and operating under the jurisdiction of the laws of the State of Florida, and bearing Florida Document Number: **P06000043501** shall be merged with and survive the merger with **ATLANTIC ENGINEERING, INSPECTION & TESTING SERVICES, INC.** formed and operating under the jurisdiction of the laws of the State of Florida, and bearing Florida Document Number: **P05000092424** such that the latter shall cease independent operations lieu of the former.

2. SHIV S. SHAHI, current and **SOLE** officer/director of **AMERICAN ENGINEERS & CONTRACTORS, INC** is hereby authorized, empowered and designated to take action and approve said merger, execute documents for same, open, close, and maintain accounts, as well as remove signators from accounts, with the banking institutions chosen by said officers/directors in the name and on behalf of the Corporations and whose signature shall be binding upon and honored by such banks holding such accounts of both corporations.

3. The name of the Corporation shall remain **AMERICAN ENGINEERS & CONTRACTORS, INC.**,

4. The principal Office Address shall remain **500 Village Square Crossing, Ste 203, Florida 33415**

5. The **REGISTERED AGENT** shall remain **Shiv S. Shahi** and the registered address of the surviving corporations shall remain **1101 Woodfield Road, Greenacres, Florida 33415**

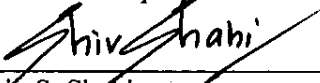
6. There shall be no change in the total number of shares outstanding. All stock shall be reclassified and merged with the stock of the merging corporation and shares issued for the merging corporation shall be cancelled.

7. This resolution and amendment was authorized and adopted by the majority of the shareholders of **AMERICAN ENGINEERS & CONTRACTORS, INC.** and the majority of the shareholders of **ATLANTIC ENGINEERING, INSPECTION & TESTING SERVICES, INC.**

The undersigned certifies that the foregoing resolution was adopted by the Board of Directors of the Corporation on the date hereinafter set forth.

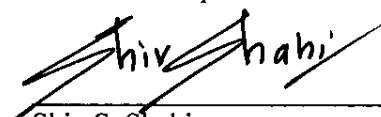
Dated this 01 day of March, 2011

For the Surviving Corporation
AMERICAN ENGINEERS & CONTRACTORS, INC.
A Florida Corporation



Shiv S. Shahi
President/Sole Shareholder
For the Merging Corporation

ATLANTIC ENGINEERING, INSPECTION & TESTING SERVICES, INC.
A Florida Corporation



Shiv S. Shahi
President/Sole Shareholder

CERTIFICATE OF INCUMBENCY
AMERICAN ENGINEERS & CONTRACTORS, INC

THE UNDERSIGNED, secretary of **AMERICAN ENGINEERS & CONTRACTORS, INC** , a Florida Corporation, (hereinafter "Corporation") hereby certifies as follows:

1. That he/she is the duly elected, qualified, and acting Secretary of the Corporation and is charged with maintaining the records, minutes, and seal of the Corporation for the surviving corporation **AMERICAN ENGINEERS & CONTRACTORS, INC.** (the "surviving" corporation) which has merged with **ATLANTIC ENGINEERING, INSPECTION & TESTING SERVICES, INC.** (the "non-surviving" corporation)
2. That, pursuant to the Corporation's By-Laws, as amended, the following named person(s) were designated and appointed to the offices indicated below, and that said person(s) does/do continue to hold such office(s) at this time, and the signature(s) set forth opposite the name(s) are genuine signatures

NAME

TITLE

SIGNATURE

SHIV SHAHI

President

Shiv Shahi

3. That pursuant to the Corporation's Articles of Incorporation, Articles of Merger, Shareholders' Agreement and By-Laws, as amended, and certain resolutions adopted by the Corporation's Board of Directors, the person(s), designated to serve in the above-entitled capacity was/were given sufficient authority, individually or collectively, to act on behalf of and to bind the Corporation with respect to the asset located at 1101 Greenfield Road, Greenacres, Florida 33415, and may enter into agreements that constitute a legally binding and enforceable obligation of the Corporation.

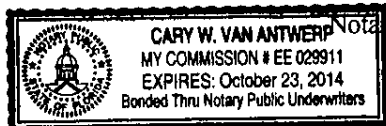
4. That, pursuant to the Corporation's Shareholders' Agreement and By-Laws, as amended, the undersigned has the power and authority to execute this Certificate of Incumbency on behalf of the Corporation and that he/she has so executed this certificate and set the seal of the corporation this ___ day of March, 2011

Shiv Shahi
SHIV S. SHAHI, Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was SWORN AND SUBSCRIBED BEFORE ME, the undersigned authority, personally appeared SHIV S. SHAHI who after being first duly sworn deposes and has signed the foregoing on this 01 day of March, 2010, and that he/she provided FLDL as identification, and did not take an oath.

My Commission Expires:



Cary W. Van Antwerp
Notary Public, State of Florida