

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
CONSUL-TECH ENTERPRISES, INC.

Certificate of Status	0
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Page Count	08
Estimated Charge	\$105.00

\$140.00

EFFECTIVE DATE
12-31-13

C. LEWIS

DEC 23 2013

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-31-13

Articles of Merger
For
Florida Profit or Non-Profit Corporation

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Consul-Tech Engineering, Inc.	Florida	corporation
Consul-Tech Construction Management, Inc.	Florida	corporation
Consul-Tech Surveying & Mapping, Inc.	Florida	corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Consul-Tech Enterprises, Inc.	Florida	corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:
December 31, 2013

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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TALLAHASSEE, FLORIDA

EIGHTH: Signature(s) for Each Party

Name of Entity/Organization:

Signature(s)

Typed or Printed

Name of Individual:

Frederik Riefkohl
Senior Vice President

Consul-Tech Enterprises, Inc.

Consul-Tech Engineering, Inc.

Frederik Riefkohl
Senior Vice President

Consul-Tech Construction Management, Inc.

Frederik Riefkohl
Senior Vice President

Consul-Tech Surveying & Mapping, Inc.

Frederik Riefkohl
Senior Vice President

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**PLAN OF MERGER****FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Consul-Tech Engineering, Inc.	Florida	corporation
Consul-Tech Construction Management, Inc.	Florida	corporation
Consul-Tech Surveying & Mapping, Inc.	Florida	corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Consul-Tech Enterprises, Inc.	Florida	corporation

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

Effective on December 31, 2013, Consul-Tech Engineering, Inc., Consul-Tech Construction Management, Inc. and Consul-Tech Surveying & Mapping, Inc. (collectively, the "Merging Companies"), each of which is a Florida corporation and a wholly-owned subsidiary of Consul-Tech Enterprises, Inc., a Florida corporation (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation, and the separate corporate existence of the Merging Companies shall be terminated.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

As of the effective time of the merger, all of the outstanding shares of capital stock of the Merging

Companies shall be cancelled and shall no longer be outstanding and each share of common stock of the

Parent issued and outstanding immediately prior to the effective time shall represent one fully-paid

and non-assessable share of common stock of the surviving corporation.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

Not applicable.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)