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Merger

APR 03 2017

R. WHITE

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I0331.0020

MERGER OR SHARE EXCHANGE

Kinect Energy, Inc.

Certificate of Status	0
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

OF

U.S. ENERGY SERVICES, INC.
a Minnesota corporation

INTO

KINECT ENERGY, INC.
a Florida corporation

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "Act"), pursuant to Section 607.1105, F.S.


- FIRST:** The name and jurisdiction of the surviving corporation is: Kinect Energy, Inc., a Florida corporation (the "Surviving Corporation").
- SECOND:** The name and jurisdiction of the merging corporation is: U.S. Energy Services, Inc., a Minnesota corporation (the "Merged Corporation").
- THIRD:** The Plan of Merger (the "Plan") is attached hereto as Exhibit A.
- FOURTH:** The merger shall become effective on April 1, 2017 (the "Effective Date").
- FIFTH:** The Plan was approved and adopted by the board of directors of the Surviving Corporation as of March 31, 2017, in accordance with the requirements of Section 607.1101 of the Act. Pursuant to Section 607.1103(7) of the Act, approval of the Plan is not required by the shareholders of the Surviving Corporation.
- SIXTH:** The Plan was unanimously approved and adopted by the board of directors and the stockholders of the Merged Corporation as of March 31, 2017 in accordance with the requirements of Section 607.1101 of the Act.

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The undersigned officers of the Surviving Corporation and the Merged Corporation declare that the facts herein stated are true as of the Effective Date set forth above.

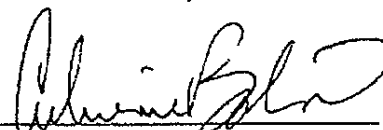
KINECT ENERGY, INC.

By: 

Name: Adrienne B. Bolan

Title: Senior Vice President and Treasurer

U.S. ENERGY SERVICES, INC.

By: 

Name: Adrienne B. Bolan

Title: Senior Vice President and Treasurer

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EXHIBIT A
PLAN OF MERGER

This Plan of Merger (this "Plan of Merger"), dated as of March 31, 2017 is entered into by and between U.S. ENERGY SERVICES, INC., a Minnesota corporation (the "Merged Company"), and KINECT ENERGY, INC., a Florida corporation (the "Surviving Company"). The Merged Company and the Surviving Company are hereinafter sometimes referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the shareholders and the directors of the Merged Company and the directors of the Surviving Company have determined that it would be in the best interest of each such company, for the Merged Company to merge with and into the Surviving Company.

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto hereby agree as follows:

1. Merger. The Merged Company shall merge with and into the Surviving Company (the "Merger") in accordance with the terms and conditions of this Plan of Merger, Section 607.1101 of the Florida Business Corporation Act (the "Florida Act") and Section 302A.601 of the Minnesota Business Corporation Act (the "Minnesota Act"). The Surviving Company shall be the surviving corporation.

2. Effective Date. The Merger shall become effective on the date (the "Effective Date") stated in the Articles of Merger (as defined below), provided that the Articles of Merger are filed both with the Department of State of the State of Florida and the Department of State of the State of Minnesota on or before such date.

3. Effect of Merger. On the Effective Date: (a) the Merged Company and the Surviving Company shall become a single corporation, and the separate corporate existence of the Merged Company shall cease; (b) the Surviving Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Company which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Company, of every type and description wherever located, shall vest in the Surviving Company without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the Surviving Company shall assume the obligations of the Merged Company.

4. Articles of Incorporation, By-laws, Officers and Directors of Surviving Company. On the Effective Date: (a) the articles of incorporation of the Surviving Company shall remain and continue as the articles of incorporation of the Surviving Company until amended in the manner provided by law; (b) the by-laws of the Surviving Company shall remain and continue as

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the by-laws of the Surviving Company until amended in the manner provided by law; and (c) the officers and directors of the Surviving Company shall be as follows:

Todd Overgard – Chief Executive Officer

Peter C. Brown – President

Richard D. McMichael – Senior Vice President - Finance

Adrienne B. Bolan – Senior Vice President / Treasurer

R. Alexander Lake – Secretary

Amy A. Quintana – Assistant Secretary

Ira M. Birns – Director

Michael J. Crosby – Director

5. Conversion of Shares.

5.1 On the Effective Date, each share of the common stock of the Merged Company shall be cancelled, without any action on the part of the holders thereof.

5.2 On the Effective Date, all shares of common stock of the Surviving Company issued and outstanding immediately prior to the Effective Date, shall remain issued and outstanding.

6. Dissenter's Rights. Promptly after the Effective Date, the Surviving Company shall pay to dissenting shareholders of the Merged Company (if any) who are entitled to dissenter's rights and have complied with Sections 302A.473(3) and 302A.473(4) of the Minnesota Act any amounts to which they are entitled to under Section 302A.473 of the Minnesota Act.

7. Service of Process of Surviving Company. On the Effective Date, the Surviving Company shall be deemed to have agreed to service of process in the state of Minnesota with respect to (i) a proceeding for the enforcement of an obligation of a Constituent Corporation, and (ii) a proceeding for the enforcement of the rights of a Constituent Corporation's dissenting shareholder(s), if any. The Surviving Company hereby irrevocably appoints the Secretary of State of the State of Minnesota as its agent to accept service of process pursuant to Section 5.25, Minnesota Statutes, in any such proceeding. Copies of any documents served upon the Secretary of State in any such proceeding shall be forwarded by certified mail to the following address:

Kinect Energy, Inc.
9800 NW 41 Street
Miami, FL 33178
Attention: Chief Legal Counsel

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8. Supplemental Action. If at any time after the Effective Date, the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Surviving Company or the Merged Company, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan of Merger.

9. Filing with the Florida and Minnesota Secretary of State. The Surviving Company and the Merged Company shall cause their respective officers to execute Articles of Merger (the "Articles of Merger") for filing with the Department of State of the States of Florida and Minnesota.

10. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document. Fax or electronic signatures on this document shall have the same force and effect as original signatures.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

THE MERGED COMPANY:

U.S. ENERGY SERVICES, INC.

By: _____
Name: Adrienne B. Bolan
Title: Senior Vice President and Treasurer

THE SURVIVING COMPANY:

KINECT ENERGY, INC.

By: _____
Name: Adrienne B. Bolan
Title: Senior Vice President and Treasurer