

P28290

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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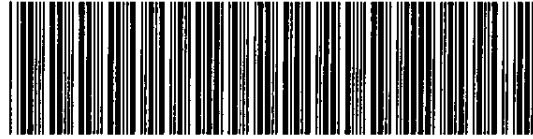
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12 MAR 16 AM 9:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAR 20 2012
T. ROBERTS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: General Physics Corporation
Name of Corporation

DOCUMENT NUMBER: P28290

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lisa Perez
Name of Contact Person

GP Strategies Corporation
Firm/Company

6095 Marshalee Drive, Suite 300
Address

Elkridge, Maryland 21075
City/State and Zip Code

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

For further information concerning this matter, please call:

Lisa Perez at (410) 567-7373
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$35.00 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

P28290

(Document number of corporation (if known))

FILED
12 MAR 16 AM 9:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. _____
General Physics Corporation
(Name of corporation as it appears on the records of the Department of State)

2. _____
Delaware
(Incorporated under laws of)

3. _____
02/27/1990
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
December 31, 2011

5. _____
GP Strategies Corporation
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Douglas E. Sharp

(Typed or printed name of person signing)

President

(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"GP STRATEGIES CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "GENERAL PHYSICS CORPORATION" UNDER THE NAME OF "GP STRATEGIES CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2011, AT 10:59 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



0948089 8100M

111355289

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9265518

DATE: 12-30-11

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GP STRATEGIES CORPORATION
(a Delaware corporation)

into

GENERAL PHYSICS CORPORATION
(a Delaware corporation)

**(PURSUANT TO SECTION 253 OF THE
DELAWARE GENERAL CORPORATION LAW)**

GP Strategies Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), does hereby certify:

FIRST: That the Corporation was organized pursuant to the provisions of the General Corporation Law of the State of Delaware (the "*DGCL*"), on the 11th day of March, 1959 A.D.

SECOND: That the Corporation owns one hundred percent (100%) of the outstanding shares of the capital stock of General Physics Corporation, a corporation organized pursuant to the provisions of the DGCL, on the 15th day of November, 1982 A.D. (the "*Subsidiary*").

THIRD: That the Corporation's Board of Directors at a meeting held on the 14th day of October, 2011 A.D., determined to merge the Corporation with and into said Subsidiary, with the Subsidiary as the surviving corporation, and did adopt the following resolutions:

"Approval of Merger with General Physics Corporation"

WHEREAS, the Corporation is the legal and beneficial owner of one hundred percent (100%) of the outstanding shares of each class of capital stock of General Physics Corporation, a Delaware corporation (the "*Subsidiary*");

WHEREAS, the Board deems it to be advisable and in the best interests of the Corporation and its stockholders that the Corporation consolidate its operations by merging the Corporation with and into the Subsidiary with the Subsidiary as the surviving corporation (the "*Merger*"); and

WHEREAS, Section 253 of the DGCL provides that if a parent corporation owns at least ninety percent (90%) of the outstanding shares of each class of stock of a subsidiary corporation, such parent corporation may be merged with and into the subsidiary corporation upon the adoption of an appropriate resolution by the Board of Directors of the parent corporation and the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

RESOLVED, FURTHER, that the Merger is hereby authorized and approved and the Corporation shall merge itself into the Subsidiary, which Subsidiary, as the surviving corporation, shall assume all of the obligations of the Corporation pursuant to Section 253 of the DGCL.

RESOLVED, FURTHER, that the terms and conditions of the Merger shall be as set forth in the Agreement and Plan of Merger previously circulated to the Board (the "*Merger Agreement*"), a copy of which is on file at the principal office of the Subsidiary located at 6095 Marshalee Drive, Suite 300, Elkridge, Maryland 21075.

RESOLVED, FURTHER, that, in accordance with the Merger Agreement, no exchange of stock certificates will be required as a result of the Merger; provided, however, that upon surrender of any certificates of stock of the Corporation, an equivalent number of shares of stock of the surviving corporation will be issued in exchange therefor.

RESOLVED, FURTHER, that the Merger be submitted to the stockholders of the Corporation at a meeting to be called and held after at least twenty days notice of the purpose thereof mailed to the last known address of each stockholder and in the event that the holders of at least a majority of the stock of the Corporation vote in favor of the Merger, the Merger shall be deemed approved.

RESOLVED, FURTHER, that any officer or director of the Corporation (each an "*Authorized Officer*"), in the name and on behalf of the Corporation be, and each hereby is, authorized, empowered and directed to execute, file and deliver to the Secretary of State of the State of Delaware the Certificate of Ownership and Merger previously circulated to the Board.

RESOLVED, FURTHER, that, in connection with the Merger, the corporate name of the surviving corporation shall be changed to "GP Strategies Corporation".

RESOLVED, FURTHER, that the Authorized Officers and any of them, are each hereby authorized and directed to execute the Merger Agreement and all other documents, agreements, certificates and other instruments and to take such actions and perform such acts as they may deem necessary or advisable to carry out and perform the purposes of these resolutions, the execution of such documents, agreements, certificates or other instruments or taking of such action by one or more of the Authorized Officers to be conclusive evidence that the same was deemed necessary or advisable and was approved and authorized hereby."

FOURTH: That this Merger has been approved by the holders of at least a majority of the outstanding shares of stock of the Corporation at a meeting duly called for the purpose.

FIFTH: Article FIRST of the Second Amended and Restated Certificate of Incorporation of the Subsidiary, as the surviving corporation, shall be amended in connection with the merger to read in its entirety as follows: "The name of the corporation (hereinafter called the "Corporation"), is GP Strategies Corporation". The remaining provisions of the Restated Certificate of Incorporation of the Subsidiary, as the surviving corporation, as now in force and effect shall continue unchanged until thereafter amended, modified or repealed pursuant to the provisions of the DGCL.

SIXTH: The merger evidenced hereby is to become effective as of 11:59 p.m. local time in Elkridge, Maryland on December 31, 2011.

[Signature appears on following page.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its Chief Executive Officer on this 29 day of December, 2011.

GP STRATEGIES CORPORATION,
a Delaware corporation

A handwritten signature in black ink, appearing to read 'SG', is written over a horizontal line.

Scott Greenberg, Chief Executive Officer