

P930000000402

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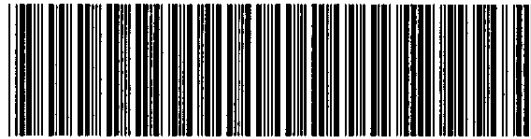
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Murray
12-27-06
2006

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tabor Environmental 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:

R. David Marchetti
(Contact Person)

Wells Marble & Hurst, PLLC
(Firm/Company)

P. O. Box 131
(Address)

Jackson, MS 39205-0131
(City/State and Zip Code)

For further information concerning this matter, please call:

R. David Marchetti At (601) 604-6900
(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

ARTICLES OF MERGER
(Profit Corporations)

eff
12-31-06

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)
<u>Tabor Environmental Services, Inc.</u>	<u>Florida</u>	<u>P93000000402</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Resource Management, Inc.</u>	<u>Delaware</u>	<u>2370922</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 12 / 31 / 06 (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 12/04/06.

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 12/08/06.

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)

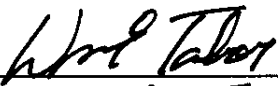
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Tabor Environmental Services, Inc.



William E. Tabor, President

Resource Management, Inc.



William E. Tabor, President

**PLAN AND AGREEMENT OF MERGER OF
RESOURCE MANAGEMENT, INC.
A DELAWARE CORPORATION,
WITH AND INTO
TABOR ENVIRONMENTAL SERVICES, INC.,
A FLORIDA CORPORATION,
AS THE SURVIVOR**

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TALLAHASSEE, FLORIDA

THE PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger made and entered into on the 12 day of December, 2006, by and between Resource Management, Inc., a Delaware corporation (the "Target"), and Tabor Environmental Services, Inc., a Florida corporation (the "Survivor").

WITNESSETH:

WHEREAS, the Target is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on January 19, 1994; and

WHEREAS, Survivor is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the aggregate number of shares which the Survivor Corporation has authority to issue is currently one thousand (1,000);

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that Target be merged into Survivor on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware and the State of Florida, respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, Target and Survivor, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

As of the Effective Date of the Merger, the Survivor and the Target shall be merged into single corporation, in accordance with applicable provisions of the laws of the State of Florida and the State of Delaware, by the Target, a Delaware corporation, merging into the Survivor, a Florida Corporation, which shall be the surviving corporation.

ARTICLE II

The Effective Date of the Merger shall be December 31, 2006 at 11:59 p.m.

ARTICLE III

As of the Effective Date of the Merger as provided in the applicable laws of the State of Florida and the State of Delaware the two constituent corporations shall be a single corporation, which shall be Tabor Environmental Services, Inc., a Florida corporation, as the surviving corporation, and the separate existence of Resource Management, Inc., a Delaware corporation, shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

ARTICLE IV

The Certificate of Incorporation of Survivor shall be amended to increase the number of authorized shares of no par common stock to ten thousand (10,000).

ARTICLE V

The manner of converting the outstanding shares of each of the constituent corporations shall be as follows: Upon the Effective Date, each share of Common Stock of Target issued and outstanding as of the Effective Date shall be surrendered and canceled, and Target stockholders shall receive cash in the amount of \$0.01338 in exchange for each issued and outstanding share of Common Stock of Target.

ARTICLE VI

The Survivor corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State of Delaware shall mail any such process to the surviving corporation at Post Office Box 777, Louisville, Mississippi 39339.

ARTICLE VII

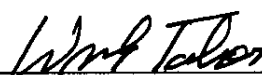
Anything herein to the contrary notwithstanding, this Plan and Agreement of Merger, and the Merger contemplated hereby, may be abandoned at any time prior to the Effective Date by either party hereto without action by the party's shareholders, by resolution of the party's Board of Directors.

IN WITNESS WHEREOF, the Target and the Survivor, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.

RESOURCE MANAGEMENT, INC.

By: 
William E. Tabor, President

TABOR ENVIRONMENTAL SERVICES, INC.

By: 
William E. Tabor, President

I, William E. Tabor, Secretary of Resource Management, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Resource Management, Inc., a corporation of the State of Delaware, was duly submitted to the stockholders of said Resource Management, Inc., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement and Plan of Merger, that 3,100,000 shares of stock of said were on said date issued and outstanding and that the holder of 3,100,000 shares voted by ballot in favor of said Agreement and Plan of Merger and holders of -0- shares voted by ballot against same, and said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement and Plan of Merger was at said meeting duly adopted as the act of the stockholders of said Resource Management, Inc., and the duly adopted agreement of said corporation.

WITNESS, my hand on behalf of said Resource Management, Inc., on this 12 day of December, 2006.

By: W. E. Tabor
William E. Tabor, Secretary