

01-Apr-09 10:21

From-CARLTON FIELDS, PETE

T-527 P.01/07 F-255

Division of Corporations

P93000013165

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
COMANCO ENVIRONMENTAL CORPORATION

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EXAMINER

4/1/2009

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ARTICLES OF MERGER
OF
COMANCO INTERNATIONAL CORPORATION,
COMANCO EQUIPMENT CORPORATION, AND
COMANCO ENVIRONMENTAL SERVICES, INC.
WITH
AND INTO
COMANCO ENVIRONMENTAL CORPORATION

Pursuant to Section 607.1105 of the Florida Business Corporation Act, these Articles of Merger provide as follows:

ARTICLE I
State of Incorporation; Surviving Corporation

The name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
COMANCO International Corporation	Florida
COMANCO Equipment Corporation	Florida
COMANCO Environmental Services, Inc.	Florida
COMANCO Environmental Corporation	Florida

COMANCO International Corporation, COMANCO Equipment Corporation, and COMANCO Environmental Services, Inc. shall merge with and into COMANCO Environmental Corporation (the "Merger"), and COMANCO Environmental Corporation shall be the surviving corporation.

ARTICLE II
Agreement and Plan of Merger

The AGREEMENT AND PLAN OF MERGER with respect to the Merger is attached hereto as Exhibit A (the "Plan of Merger").

ARTICLE III
Approval of the Plan

The sole shareholder of COMANCO International Corporation approved the Plan of Merger on April 1, 2009.

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The sole shareholder of COMANCO Equipment Corporation approved the Plan of Merger on April 1, 2009.

The sole shareholder of COMANCO Environmental Services, Inc. approved the Plan of Merger on April 1, 2009.

The sole shareholder of COMANCO Environmental Corporation approved the Plan of Merger on April 1, 2009.

ARTICLE IV
Effective Date

These Articles of Merger shall become effective on the date that these Articles of Merger are filed with the Department of State of the State of Florida.

[Signature page follows]

01-Apr-08 10:21

From-CARLTON FIELDS-ST.PETE

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Dated April 1, 2009.

COMANCO INTERNATIONAL CORPORATION,
a Florida corporation

By: 

Name: Mark Topp
Title: President

COMANCO EQUIPMENT CORPORATION,
a Florida corporation

By: 

Name: Greg Kimble
Title: President

COMANCO ENVIRONMENTAL SERVICES, INC.,
a Florida corporation

By: 

Name: Jeryl Pryor
Title: President

COMANCO ENVIRONMENTAL CORPORATION,
a Florida corporation

By: 

Name: Mark Topp
Title: President

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EXHIBIT A

Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is entered into as of April 1, 2009, by and among COMANCO International Corporation, a Florida corporation, COMANCO Equipment Corporation, a Florida corporation, COMANCO Environmental Services, Inc., a Florida corporation (collectively, the "Non-Surviving Corporations"), and COMANCO Environmental Corporation, a Florida corporation (the "Surviving Corporation"), pursuant to Section 607.1101 of the Florida Business Corporation Act ("FBCA").

1. **MERGER.** Upon the terms and subject to the conditions set forth in this Plan, the Non-Surviving Corporations shall be merged with and into the Surviving Corporation (the "Merger"), which shall be the sole surviving corporation.

2. **ORGANIZATIONAL DOCUMENTS.** On and after the Effective Date (as defined below), the Articles of Incorporation of the Surviving Corporation shall continue as the Articles of Incorporation of the Surviving Corporation, and the Bylaws of the Surviving Corporation shall continue as the Bylaws of the Surviving Corporation.

3. **MANNER AND BASIS OF CONVERTING SHARES.** The Surviving Corporation and the Non-Surviving Corporations are all wholly-owned subsidiaries of The COMANCO Group, Inc., a Florida corporation. On the Effective Date, each issued and outstanding share of capital stock of each of the Non-Surviving Corporations shall be deemed cancelled.

4. **CONDITIONS PRECEDENT TO EFFECTIVENESS OF THIS PLAN.** This Plan shall become effective if (i) adopted, pursuant to Section 607.1101(1) of the FBCA, by the respective board of directors of each of the Non-Surviving Corporations and the Surviving Corporation, and (ii) subsequently approved, pursuant to Section 607.1103 of the FBCA, by the sole shareholder of each of the Non-Surviving Corporations and the Surviving Corporation.

5. **CONDITIONS PRECEDENT TO THE MERGER.** Provided that the Plan has been adopted and approved as required by Section 4, the Merger shall be effective as of the date on which ARTICLES OF MERGER in respect of the Merger are filed with the Florida Department of State (the "Effective Date") pursuant to Section 607.1105 of the FBCA.

6. **BOARDS OF DIRECTORS AUTHORIZED TO AMEND PLAN.** To the extent permitted by Section 607.1103(8) of the FBCA, this Plan may be amended prior to the Effective Date by the joint written consent of all boards of directors of the Non-Surviving Corporations and the Surviving Corporation, provided that any such amendment has been approved in writing by the respective board of directors of each of the Non-Surviving Corporations and the Surviving Corporation.

7. **GENERAL PROVISIONS.** This Plan shall be construed in accordance with the laws of the State of Florida. This Plan constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed, or modified except by a writing signed by each party to be affected by such amendment, change, or modification. References herein to a "Section" without reference to the FBCA refer to the corresponding Section of this Plan.

[SIGNATURE PAGE FOLLOWS]

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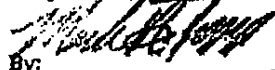
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The undersigned parties have caused this Plan to be entered into as of the date first above written.

SURVIVING CORPORATION:

COMANCO Environmental
Corporation, a Florida corporation



By: _____

Name: Mark Topp
Title: President

NON-SURVIVING CORPORATIONS:

COMANCO International Corporation,
a Florida corporation



By: _____

Name: Mark Topp
Title: President

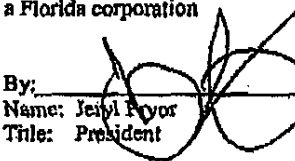
COMANCO Equipment Corporation,
a Florida corporation



By: _____

Name: Greg Kinble
Title: President

COMANCO Environmental Services, Inc.,
a Florida corporation



By: _____

Name: Jeip Poyor
Title: President

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