

P94000060283

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Division of Corporations
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 APR -9 PM 4: 56

MERGER OR SHARE EXCHANGE

INDEPENDENT ROOF TESTING AND CONSULTING OF SOUTH FLO

Certificate of Status	0
Certified Copy	1
Page Count	18
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS

Page 3 of Plan of Merger was omitted
when originally received and filed
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4-27-01/LFJ

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Merger
4-10-01
DC

4/6/2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

ASSOCIATED ROOF CONSULTANTS, INC., a Virginia corporation not qualified
to transact business in the State of Florida

INTO

INDEPENDENT ROOF TESTING AND CONSULTING OF SOUTH FLORIDA,
INC. which changed its name to

IRT-ARCON, INC., a Florida entity, P94000060283

File date: April 9, 2001

Corporate Specialist: Darlene Connell

H01000035020

ARTICLES OF MERGER
(Plan of Merger Attached)

of

ASSOCIATED ROOF CONSULTANTS, INC., a Virginia corporation

with and into

**INDEPENDENT ROOF TESTING AND CONSULTING
OF SOUTH FLORIDA, INC., a Florida corporation**

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DIVISION OF CORPORATIONS
2001 APR -9 PM 4:56

Pursuant to the applicable provisions of Chapter 9, Sections 13.1-716 through 13.1-722 of the Virginia Stock Corporation Act ("Virginia Act"), and pursuant to the applicable provisions of Sections 607.1101 through 607.1105 of the Florida Business Corporation Act ("Florida Act"), each of Associated Roof Consultants, Inc., a Virginia corporation (the "Merging Corporation") and Independent Roof Testing and Consulting of South Florida, Inc., a Florida corporation (the "Surviving Corporation") adopts the following Articles of Merger (the "Articles") and certifies as follows:

1. Associated Roof Consultants, Inc., 13241 Mt. Olive Lane, Amelia Court House, VA 23002; FEI Number: 54-1563620.
2. Independent Roof Testing and Consulting of South Florida, Inc., 281 N.E. 32nd Street, Ft. Lauderdale, FL 33324; FEI Number: 65-0511105; Florida Document Number: P94000060283.
3. A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Corporation in accordance with Section 13.1-718 of the Virginia Act, and (ii) the Surviving Corporation in accordance with Section 607.1103 of the Florida Act. The Plan provides for the merger (the "Merger") of the Merging Corporation into the Surviving Corporation, with the Surviving Corporation being the surviving entity in the Merger.
4. The Plan was (i) recommended by the Board of Directors, and unanimously approved and adopted by the shareholders of the Merging Corporation on April 2, 2001, and (ii) recommended by the Board of Directors, and unanimously approved and adopted by the shareholders of the Surviving Corporation on March 13, 2001.
5. The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Florida Department of State.

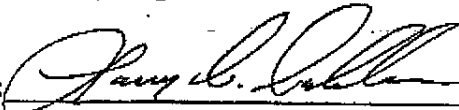
Prepared by: Dennis D. Smith, Esq.
FL Bar No. 242098
Tripp Scott, PA
PO Box 14245
Ft. Lauderdale FL 33302
(954) 525-7500

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6. A copy of the executed Plan shall be on file at the principal office of the Surviving Corporation located at 281 N.E. 32nd Street, Ft. Lauderdale, FL 33324.
7. The Surviving Corporation shall be responsible for the payment of all fees of the Merging Corporation and will be obligated to pay such fees if same are not timely paid.
8. The Merger is not prohibited by any regulation or the Articles of Incorporation of the Surviving Corporation, is permitted under the laws of the State of Florida, and the Surviving Corporation has complied with such laws in effecting the Merger.
9. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed this 5th day of March, 2001 by each of their duly authorized representatives.

ASSOCIATED ROOF CONSULTANTS, INC., as
the Merging Corporation

By: 
Larry W. Waldron,
President

**INDEPENDENT ROOF TESTING AND
CONSULTING OF SOUTH FLORIDA, INC.,** as
the Surviving Corporation

By: 
Bobby W. Tedder, Jr.
President

04/09/2001

14:43

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EXHIBIT "A"

Plan of Merger

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PLAN OF MERGER

This Plan of Merger (the "Plan"), having been approved and adopted on April 2, 2001 by Associated Roof Consultants, Inc., a Virginia corporation (the "Merging Corporation") in accordance with the applicable provisions of Chapter 9, Sections 13.1-716 through 13.1-722 of the Virginia Act (as such term is described in the Articles of Merger), and on March 13, 2001 by Independent Roof Testing and Consulting of South Florida, Inc., a Florida corporation (the "Surviving Corporation"), in accordance with the applicable provisions of Sections 607.1101 through 607.1105 of the Florida Act (as such term is described in the Articles of Merger), pertains to the merger of the Merging Corporation with and into the Surviving Corporation (the Merging Corporation and the Surviving Corporation shall be collectively referred to hereinafter as, the "Constituent Entities").

RECITALS

A. The Boards of Directors, as appropriate, of the Constituent Entities have determined that it is advisable and in the best interest of the Constituent Entities, and their respective shareholders, that the Merging Corporation be merged (the "Merger") with and into the Surviving Corporation on the terms and subject to the conditions set forth herein.

B. The Surviving Corporation was incorporated in the State of Florida on the 16th day of August, 1994; and shall be the surviving corporation in the Merger. A copy of the Surviving Corporation's Articles of Incorporation is attached hereto as Exhibit "A".

C. The Merging Corporation was incorporated in the Commonwealth of Virginia on the 17th day of December, 1990 under the name Associated Roof Consultants, Inc. and shall be the merging corporation in the Merger.

D. The Merging Corporation has authorized fifteen thousand (15,000) shares of common stock (the "Associated Common Stock"), of which nine thousand (9,000) shares of the Associated Common Stock are currently issued and outstanding. The issued and outstanding Associated Common Stock of the Merging Corporation is the only shares of the capital stock of the Merging Corporation outstanding and entitled to vote on the Merger. The outstanding shares are held as follows: nine thousand (9,000) shares of the Associated Common Stock (the "Waldron Stock") to Larry W. Waldron.

Prepared by:

Dennis D. Smith, Esq.
FL Bar No. 242098
Tripp Scott, P.A.
PO Box 14245
Ft. Lauderdale, FL 33302
(954) 525-7500

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E. The Surviving Corporation has authorized one hundred thousand (100,000) shares of common stock (the "IRTC Common Stock"), of which eight thousand (8,000) shares of the IRTC Common Stock are currently issued and outstanding. The issued and outstanding IRTC Common Stock of the Surviving Corporation is the only shares of the capital stock of the Surviving Corporation outstanding and entitled to vote on the Merger. The outstanding shares are held as follows: seven thousand five hundred (7,500) shares of IRTC Common Stock (the "Tedder Stock") to Bobby W. Tedder; five hundred (500) of the IRTC Common Stock (the "Aven Stock") to Donna Aven.

ARTICLE I

The Merger

At the Effective Time (as defined in Article III(A) hereof), the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the Virginia Stock Corporation Act (the "Virginia Act") and the Florida Business Corporation Act (the "Florida Act"), and the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall thereafter continue as the surviving entity under the laws of the State of Florida.

A. At the Effective Time, the Articles of Incorporation, as amended and the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation.

B. At the Effective Time, the Board of Directors and officers of the Surviving Corporation shall be the Board of Directors and officers of the Surviving Corporation until their successors are duly elected and have qualified, and shall be those persons identified on Exhibit "B" attached hereto and incorporated herein by reference.

ARTICLE II

Manner and Basis of Converting Ownership Interest and Other Rights

At the Effective Time, the Associated Common Stock shall be exchanged for the IRTC Common Stock in the following manner:

Larry W. Waldron shall exchange the Waldron Stock for 4,000 shares of IRTC Stock in the Surviving Corporation.

Other than as set forth above, there are no rights to acquire interests, shares, obligations or other securities of the Merging Corporation or any of its members to be converted into rights to acquire interests, shares, obligations, other securities, cash or other property, in whole or in part, of the Surviving Corporation.

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ARTICLE III.
Effect of Merger

A. The effective time of the Merger (the "Effective Time") shall be the date on which the Articles of Merger are filed with the Florida Department of State.

B. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of the Merging Corporation shall become liabilities and obligations of the Surviving Corporation.

ARTICLE IV.
Miscellaneous

A. A copy of the executed Plan shall be on file at the principal office of the Surviving Corporation located at 281 N.E 32nd Street, Ft. Lauderdale, FL 33334.

B. The Articles of Incorporation of the Surviving Corporation shall, at the effective time of the Merger, be amended as follows:

Article I of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE I - NAME

The name of this corporation is IRT-ARCON, INC.

The foregoing amendment was approved by a Joint Consent Action of the Board of Directors and the shareholders of the corporation dated March 13, 2001. The number of votes cast by the shareholders in favor of the foregoing amendment was sufficient to approve the foregoing amendment.

C. A copy of the Plan will be furnished by the Surviving Corporation, upon written request and without cost, to any shareholder of either corporation that is a party to the Merger.

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TO

19849224000

ARTICLES OF INCORPORATION

OF

INDEPENDENT ROOF TESTING OF SOUTH FLORIDA, INC.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is INDEPENDENT ROOF TESTING OF SOUTH FLORIDA, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business. The primary business of this corporation shall be roof testing.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE DOLLAR par value common stock.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same, kind, class or series as that which he already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 513 North State Road 7, Margate, Florida 33063. The name of the initial registered agent of this corporation at this address is: David L. Rich.

Prepared by: David L. Rich, Esquire
513 North State Road 7
Margate, FL 33063
Florida Bar No. 329177
(305) 972-1800

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TO

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

H94000007572
Anthony Parry
425 Pine Lawn Drive
Buloxi, MS 39531

President/Secretary

Ajahn McCann
101 East McNab Road, #226
Pompano Beach, FL 33060

Vice-President/Treasurer

ARTICLE VII - INCORPORATION

The name and address of the person signing these Articles of Incorporation is: Anthony Parry, 425 Pine Lawn Drive, Buloxi, MS 39531.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent provided by law.

ARTICLE IV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

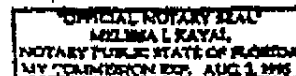
IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 11th day of August, 1994


Anthony Parry

SWORN TO and SUBSCRIBED before me this 10th day of August, 1994,
by ANTHONY ~~Parry~~, who is personally known to me.
Parry

Melissa F. Kaye
NOTARY PUBLIC, State of Florida
Commission No. CC124493
My Commission Expires:

-2-



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AUG-16-1994 14:37 FROM EMPIRE

TO

19849224000

P.04

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designation Place of Business of Corpnate for the Service of Process within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

INDEPENDENT ROOF TESTING OF SOUTH FLORIDA, INC.

A CORPORATION ORGANIZED (or organizing) under the laws of the State of Florida with its principal office at 4711 N.E. 17 Avenue, in the City of Pompano Beach, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

Name	Title	Specific Address
Anthony Parry	President/Secretary	425 Pine Lawn Drive Buloxi, MS 39531
Ajsha McCann	Vice-President/ Treasurer	101 East McNab Road #225 Pomp. Beach, FL 33060

DIRECTORS:

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


DAVID L. RICH

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

INDEPENDENT ROOF TESTING OF SOUTH FLORIDA, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

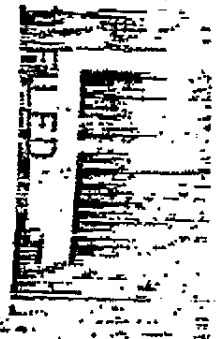
Article V, registered agent and address is hereby changed to read:

Bobby W. Tedder, Jr.
3944 N.E. 5 Avenue
Oakland Park, FL 33334

I Hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



98-DEC-28 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: November 27, 1998

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FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____"

voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 27th of NOV, 19 98

Signature

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Bobby W. Tedder, Jr.

Typed or printed name

President

Title

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INDEPENDENT ROOF TESTING OF SOUTH FLORIDA, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

These articles are being amended to add the following officer:..

JAMES BUCKNER- Director of Engineering

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: December 28, 1998

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FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____"

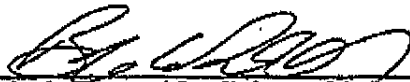
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 28 of DECEMBER, 19 98

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Bob Tedder Jr.

Typed or printed name

President

Title

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H01000035020

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

INDEPENDENT ROOF TESTING OF SOUTH FLORIDA, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

The name of the corporation is hereby amended to read:

INDEPENDENT ROOF TESTING AND CONSULTING OF
SOUTH FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: February 11, 1999

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FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____

voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 11th of February, 19 99

Signature

[Signature]
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name_____
Title

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04/09/2001

14:43

TRIPP SCOTT → 996107*0002#18509224000#

NO. 615 5017

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EXHIBIT "B"

Board of Directors and Officers

Bobby W. Tedder

Director, Chief Executive Officer and
President

Donna Aven

Director, Secretary and Treasurer

Larry W. Waldron

Director