

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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MERGER OR SHARE EXCHANGE
DEI SERVICES CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
OF
DEI ACQUISITION CORPORATION
WITH AND INTO
DEI SERVICES CORPORATION

Pursuant to the provisions of Sections 607.1105, Florida Business Corporation Act (the "Act"), the undersigned hereby certify that:

1. **DEI ACQUISITION CORPORATION**, a Florida corporation (the "Constituent Corporation") shall be merged with and into **DEI SERVICES CORPORATION**, a Florida corporation (the "Surviving Corporation"), which shall be the surviving corporation (such merger, the "Merger").

2. The Plan of Merger, dated as of August 9, 2010, pursuant to which the Merger was approved and a copy of which is attached hereto as Exhibit A, was executed and adopted by the Constituent Corporation and the Surviving Corporation in accordance with the Act, and approved by the shareholders of the Constituent Corporation and the shareholders of the Surviving Corporation by written consents dated as of July 30, 2010 and August 5, 2010, respectively.

3. The Merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State (the "Effective Date").

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporation and the Surviving Corporation by their respective authorized officers as of the 9th day of August, 2010.

DEI ACQUISITION CORPORATION,
a Florida corporation

By: 

Name: Eric M. DeMarco
Title: President & Chief Executive Officer

DEI SERVICES CORPORATION,
a Florida corporation

By: _____

Name: Jose Diaz
Title: President and Treasurer

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporation and the Surviving Corporation by their respective authorized officers as of the 9th day of August, 2010.

DEI ACQUISITION CORPORATION,
a Florida corporation

By: _____
Name: Eric M. DeMarco
Title: President & Chief Executive Officer

DEI SERVICES CORPORATION,
a Florida corporation

By: _____
Name: Jose Diaz
Title: President and Treasurer

Exhibit A

Plan of Merger

PLAN OF MERGER
OF
DEI ACQUISITION CORPORATION
AND
DEI SERVICES CORPORATION

This PLAN OF MERGER (this "Plan of Merger") is made by and between DEI ACQUISITION CORPORATION, a Florida corporation (the "Constituent Corporation"), and DEI SERVICES CORPORATION, a Florida corporation (the "Company" or the "Surviving Corporation").

AGREEMENT

1. On the Effective Date (as defined in paragraph 7), in accordance with the provisions of this Plan of Merger and the provisions of the Florida Business Corporation Act, pursuant to the terms of an Agreement and Plan of Merger (the "Merger Agreement"), the Constituent Corporation shall be merged with and into the Company, which shall be the Surviving Corporation (the "Merger") and the separate existence of the Constituent Corporation shall cease. The Company, as the Surviving Corporation, shall continue unaffected and unimpaired by the Merger and shall possess and retain every interest of the Constituent Corporation in all assets and properties of every description and wherever located. The rights, privileges, immunities, powers, franchises, and authority, public as well as private, of the Constituent Corporation shall be vested in the Surviving Corporation without further act. All obligations due to the Constituent Corporation shall be vested in the Surviving Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of the Constituent Corporation existing as of the Effective Date.

2. The Articles of Incorporation of the Constituent Corporation as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the Surviving Corporation, which may be amended from time to time after the Effective Date as provided by law.

3. The Bylaws of the Constituent Corporation as in effect on the Effective Date shall remain in effect and be the Bylaws of the Surviving Corporation, which may be amended from time to time after the Effective Date as provided by law, the Articles of Incorporation or said bylaws.

4. From and after the Effective Date, the Board of Directors of the Constituent Corporation immediately prior to the Effective Date shall be the Board of Directors of the Surviving Corporation.

5. From and after the Effective Date, the officers of the Constituent Corporation immediately prior to the Effective Date shall be the officers of the Surviving Corporation in the same capacities they respectively held immediately prior to the Effective Date.

6. On the Effective Date, all of the issued and outstanding shares of capital stock of the Constituent Corporation and the outstanding capital stock of the Company shall, by virtue of the Merger and without any action on the part of the respective holders thereof, become and be converted into shares of capital stock of the Surviving Company or into the right to receive cash as follows:

(a) each outstanding share of common stock, no par value, of the Constituent Corporation, outstanding immediately prior to the Effective Time (as defined in paragraph 8) shall be converted into one share of common stock, no par value, of the Surviving Corporation; and

(b) each share of common stock, no par value, of the Company, outstanding immediately prior to the Effective Time shall be converted into and become the right to receive (i) at the Closing (as defined in the Merger Agreement), an amount in cash, without interest, equal to the Per Share Closing Consideration (as defined in the Merger Agreement); (ii) on the dates and pursuant to the terms set forth in Section 1.9(a) of the Merger Agreement, an amount in cash, without interest, equal to the Per Share Contingent Consideration (as defined in the Merger Agreement), if any; and (iii) on the dates and pursuant to the terms set forth in Section 1.9(b) of the Merger Agreement, an amount, without interest, equal to the Per Share Earn Out Consideration (as defined in the Merger Agreement), if any, in each case subject to reduction to satisfy indemnification obligations in accordance with Article 5 of the Merger Agreement (the "Merger Consideration"); and

7. The Merger shall become effective on the day that the Plan of Merger is filed with the Department of State of the State of Florida (the "Effective Date").

8. At the effective time of the Merger (the "Effective Time"), each shareholder of the Company shall receive such shareholder's share of the then distributable Merger Consideration and each such shareholder shall also be entitled to receive deferred payments, from time to time, with respect to any additional amounts of Merger Consideration that subsequently become distributable in accordance with the terms of the Merger Agreement, if any.

9. The proper officers of the Constituent Corporation and the Company, respectively, are duly authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instructions, papers, and documents, that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger.

IN WITNESS WHEREOF, the Constituent Corporation and the Company have caused this Plan of Merger to be signed in their corporate names by their respective authorized officers as of August 9, 2010.

DEI ACQUISITION CORPORATION, a Florida corporation

By: 

Name: Eric M. DeMarco

Title: President & Chief Executive Officer

DEI SERVICES CORPORATION, a Florida
corporation

By: 

Name: Jose Diaz

Title: President

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : VICTOR LERRO & COMPANY, P.A.
Account Number : I20040000118
Phone : (561) 995-0064
Fax Number : (561) 995-7551

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: VICTOR@VCPA.COM

COR AMND/RESTATE/CORRECT OR O/D RESIGN
FLORIDA REMEDIATION CONTRACTORS, INC.

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TALLAHASSEE, FLORIDA

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Articles of Amendment
to
Articles of Incorporation
of

FLORIDA REMEDIATION CONTRACTORS, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P03000078750

(Document Number of Corporation (if known))

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Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

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<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
VP	James Kane	3210 N. Jog Rd. #2206 West Palm Beach, FL 33411	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

F. 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:
(if not applicable, indicate N/A)

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The date of each amendment(s) adoption: August 6, 2010

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Effective date if applicable: _____
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

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

Dated August 5, 2010

Signature _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Victor Lerro

(Typed or printed name of person signing)

Atty in Fact for Adrian Mirabella, President

(Title of person signing)

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