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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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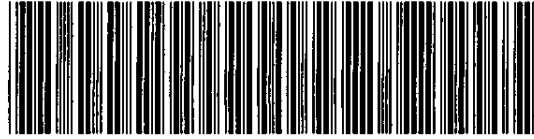
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Mr. Cooke
Gave OK to
make pertinent
corrections.

(sf)



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FILED
06 DEC -7 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merged
sf

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DIVERSIFIED CONSTRUCTION & RESTORATION, 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:

Robert F. Cooke, Esquire
(Contact Person)

Cooke & Florin, P.A.
(Firm/Company)

18001 Old Cutler Road; Suite 478
(Address)

Palmetto Bay, Florida 33157
(City/State and Zip Code)

For further information concerning this matter, please call:

Robert F. Cooke, Esquire
(Name of Contact Person)

At (305) 259-8054
(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

FILED

OF

06 DEC -7 PM 3:59

DIVERSIFIED COATINGS & WATERPROOFING, INC.
&
DIVERSIFIED CONSTRUCTION & RESTORATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, of both herein identified companies, hereby make, acknowledge and file these Articles of Merger for the purposes of Merging the herein identified and existing corporations under the laws of the State of Florida.

ARTICLE 1

DIVERSIFIED CONSTRUCTION & RESTORATION, INC

is merged into

DIVERSIFIED COATINGS & WATERPROOFING, INC.

AFTER MERGER NAME CHANGE

After Merger, DIVERSIFIED COATINGS & WATERPROOFING, INC.'s name is changed
to:

DIVERSIFIED CONSTRUCTION & RESTORATION, INC.

Its principal place of business and/or mailing address shall be:

12555 S.W. 130th Street
Miami, Florida 33186

ARTICLE II

NATURE OF BUSINESS

The general nature of the two business entities merged herein, was to transact any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This purpose will not change after merger.

ARTICLE III

AUTHORIZED SHARES

The corporation now known as Diversified Coatings & Waterproofing Inc.'s shares shall be exchanged share for share with the merged Diversified Construction & Restoration Inc.

The corporation now known as Diversified Construction & Restoration Inc.'s shares shall be surrendered for exchange value.

The whole or any part of the remaining authorized shares of the merged corporation may be issued for a consideration payable in any denomination or form as prescribed by the Board of Directors, for any reason, not less than the par value of the stock exchanged in the merger.

ARTICLE IV

TERMS OF EXISTENCE

The term of the merged corporation will combine with the term of DIVERSIFIED COATINGS & WATERPROOFING, INC., to include the filing of these Articles of Merger. The newly merged corporation, DIVERSIFIED COATINGS & WATERPROOFING, INC.'s, name is changed to DIVERSIFIED CONSTRUCTION & RESTORATION, INC., and shall exist perpetually unless dissolved or modified according to the laws of the State of Florida.

ARTICLE V

AMENDED REGISTERED AGENT

The Name, and Street Address, of the Amended Registered agents office of the surviving Corporation in the State of Florida shall be:

Robert F. Cooke, Esquire
18001 Old Cutler Road
Suite 478
Palmetto Bay, FL 33146

ARTICLE VI

BOARD OF DIRECTORS

The powers of the merged Corporation shall be exercised by or under the authority of, and the business affairs of the Corporation shall be managed under the direction of a Board of Directors.

Dec.11. 2006 3:25PM

No.7085 P. 4

surviving

The initial Board of Directors for the Corporation shall have (1) director. The number of directors may be increased or decreased from time to time by the shareholders pursuant to the bylaws of the Corporation.

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ARTICLE VII

AMENDED DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the initial members of the Amended Board of Directors who shall hold office until their terms expire or are replaced or augmented by others so qualified are as follows:

Gerardo M. Guarch
12555 S.W. 130th Street
Miami, Florida 33186

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Merger is as follows:

Gerardo M. Guarch
12555 S.W. 130th Street
Miami, Florida 33186

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COOKE & FLORIN, P.A.
ATTORNEYS AT LAW

18001 Old Cutler Road, Suite 478, Palmetto Bay, Florida 33157

Tel: (305) 259-8054 – Fax: (305) 259-7148

December 15, 2006

Amendment Section
Ms. Susan Paine
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Paine:

This letter serves as Notice to the State of Florida Division of Corporations that the undersigned attorney accepts appointment as Registered Agent for:

Diversified Construction & Restoration, Inc.
12555 S.W. 130th Street
Miami, Florida 33186

I, Robert F. Cooke, Esquire, accept the appointment as "Registered Agent" for Diversified Construction & Restoration, Inc. a Florida for Profit Corporation. I further state that I accept all responsibilities as required under the laws of the state of Florida, and that I will discharge my duties as registered agent to the best of my ability during my term as registered agent.

Robert F. Cooke, Esquire
Managing Partner
Cooke & Florin, P.A.
18001 Old Cutler Road
Palmetto Bay, FL 33157

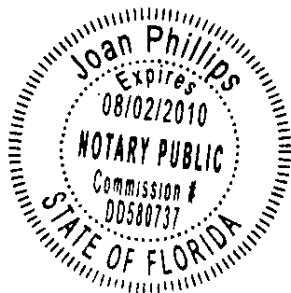
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

) ss:

The foregoing instrument was acknowledged before me this 15th day of December, 2006, by Robert F. Cooke, as the Managing Partner for Cooke & Florin, P.A., who is personally known to me and the acknowledgee produced his driver's license as identification.

NOTARY PUBLIC, State of Florida

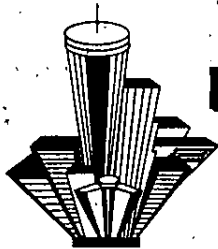


Print Name

Commission No.

My Commission Expires

Joan Phillips
DD580737
08/02/2010



DIVERSIFIED
Construction &
Restoration

General Contractors ●
Hi-Rise Restoration ●
Detail Painting ●
Waterproofing ●
Glass Railing Systems ●
Impact Windows ●

CORPORATE RESOLUTION
DIVERSIFIED CONSTRUCTION & RESTORATION, INC.

On August 15, 2006, a meeting was held by the Board of Directors, at the direction of the President of Diversified Construction & ~~Waterproofing, Inc.~~ *RESTORATION, Inc.*

Attendance was taken at 10:00 a.m., by Asnette Primus, and the following individuals were present and represented:

All members of the Board of Directors were present.

Gerardo M. Guarch, Jr.

All Shareholders were present

Gerardo M. Guarch, Jr.

The following was presented for approval by the Board of Directors and Shareholders:

Plan of Merger

Purpose for Merger:

To improve current business operations to meet the demands of current and future pursuant to the business expansion plan.

The Plan of Merger, as described herein was put to a vote; and, PASSED. All directors and shareholders unanimously approved the Plan of Merger.

It has been further determined and agreed to by the directors and shareholders, that GERARDO M. GUARCH, JR. is Hereby Appointed to Execute all Documents Necessary to effect the Plan of Merger, to include without limitation, the execution of all required documents to effect the Plan of Merger.

Signed and executed on this 15th Day of August, 2006, by the appointed representative of Diversified Construction & Restoration, Inc.

Gerardo M. Guarch, Jr.
President/Appointed Representative
Diversified Construction & Restoration, Inc.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss:

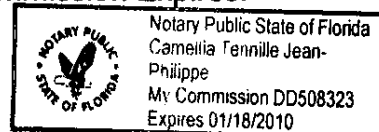
The foregoing instrument was acknowledged before me this 15th day of August, 2006, by Gerardo M. Guarch, President, dated the 15th day of August, 2006, as the President of **Diversified Construction & Restoration, Inc.**, a Florida Corporation, who c is personally known to me or c produced his driver's license as identification.

NOTARY PUBLIC, State of Florida

CAMELLIA JEAN-Philippe
Print Name

DD508323
Commission No.

Commission No. 1/18/2010
My Commission Expires.



CORPORATE RESOLUTION
DIVERSIFIED COATINGS & WATERPROOFING, INC.

On August 15, 2006, a meeting was held by the Board of Directors, at the direction of the President of Diversified Coatings & Waterproofing, Inc.

Attendance was taken at 10:00 a.m., by Asnette Primus, and the following individuals were present and represented:

All members of the Board of Directors were present.

Gerardo M. Guarch, Jr.

All Shareholders were present

Gerardo M. Guarch, Jr.

The following was presented for approval by the Board of Directors and Shareholders:

Plan of Merger

Purpose for Merger:

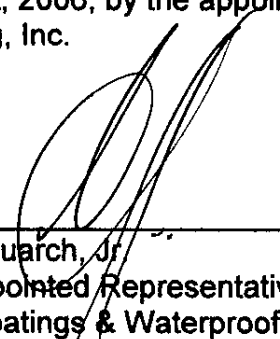
To improve current business operations to meet the demands of current and future business pursuant to the business expansion plan.

The Plan of Merger, as described herein was put to a vote; and, PASSED. All directors and shareholders unanimously approved the Plan of Merger.

It has been further determined and agreed to by the directors and shareholders, that GERARDO M. GUARCH, JR. is Hereby Appointed to Execute all Documents Necessary to effect the Plan of Merger, to include without limitation, the execution of all required documents to effect the Plan of Merger.

It is FURTHER ACCEPTED and understood by all persons acting on behalf of Diversified Coatings & Waterproofing, Inc., that the effective date of the Articles of Merger shall be November 1, 2006.

Signed and executed on this 15th Day of August, 2006, by the appointed representative of Diversified Coatings & Waterproofing, Inc.



Gerardo M. Guarch, Jr.
President/Appointed Representative
Diversified Coatings & Waterproofing Inc.

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 15th day of August, 2006, by Gerardo M. Guarch, President, dated the 15th day of August, 2006, as the President of DIVERSIFIED COATINGS & WATERPROOFING, INC., a Florida Corporation, who c is personally known to me or c produced his driver's license as identification.

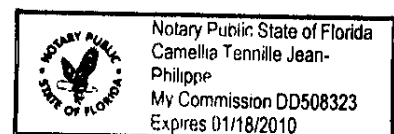


NOTARY PUBLIC, State of Florida

Camellia Jean-Philippe
Print Name

DD508323
Commission No.

1/18/2010
My Commission Expires:



PLAN OF MERGER

Upon direction from the President, and sole share holder of both DIVERSIFIED COATINGS & WATERPROOFING INC. (hereinafter "DCW INC."), and DIVERSIFIED CONSTRUCTION & RESTORATION INC. (hereinafter DCR INC.), the following **Plan of Merger** is drafted and submitted for approval by the Board of Directors of both DCW INC., and DCR INC.

The current business environment, which includes ongoing business operations as well as future business opportunities, requires the business concerns now known as DCW Inc., and DCR Inc., to be merged into and become one single corporate business entity, pursuant to Section 607.1101 of the Florida Statutes.

The highly competitive nature of the construction industry in Florida requires continuous change in order to maintain maximum opportunity and profitability. Therefore, the purpose of this planned merger is to improve current business capabilities and future business opportunities for both DCW Inc., and DCR Inc.

Names of each corporation merged in this plan:

- *Diversified Coatings & Waterproofing Inc.; absorbs legal entity.*
- *Diversified Construction & Restoration Inc.; surrendered legal entity.*

Name of the surviving corporation after Merger and Name Change:

- *Diversified Construction & Restoration Corp.*

Terms and conditions of Merger:

- *DCR Inc. shall be Merged into DCW Inc.*
- *DCW Inc. 's name after Merger will become DCR Inc.*

Manner and Basis of converted Stock shares DCW Inc.:

- *DCW Inc. Stock shall remain at the same value, par value, after merger.*
- *No increase in share value will result by the effect of this merger.*

Manner and Basis of converted Stock shares DCR Inc.:

- *DCR Inc. Stock shall be eliminated by this merger; No asset value is contemplated.*

Assumption of obligations and liabilities by the surviving/new corporation:

- *DCW Inc. Shall maintain all assets and liabilities that exist up to the Effective date of Merger.*
- *The new business entity shall except, obligate, assume, transfer, control, and take as its own, all liabilities, notes, bonds, mortgages, agreements, contracts, licenses, personal property, tangible property, intangible property, and real property and all other things as is necessary to carry on future business operations.*

List of all known licenses held by DCW Inc., DCR Inc., or Gerardo M. Guarch, Jr.:

1. General Contractor; CGC061464

List of all subsidiary companies, businesses, corporations, d/b/a's of either DCW Inc., or DCR Inc., held in part or total as treasure shares of either corporation:

NONE

Tax information - Employer Identification Number (EIN)

- *The new corporation will retain the EIN of DCW Inc.; 650678309*
- *The EIN for DCR Inc. will be surrendered.*

Credit Reporting

- *Notice of the Merger and name change shall be sent to Duns and Brad Street; Equifax; Experian, and TransUnion, within 30 days of Merger, or no later than December 15, 2006.*

Amendments to, or restatement of, the articles of incorporation:

- *The Articles of Incorporation are amended by the filing of the Articles of Merger.*

Planned Effective date of the Merger:

- *November 1, 2006*

Merger becomes Effective when :

- *All liabilities and assets have been transferred and accepted by the Board of Directors.*
- *All liabilities, notes, bonds, mortgages, agreements, contracts, licenses, personal property, tangible property, intangible property, and real property have been transferred to or assigned to and accepted by the new corporation.*
- *Verification - Neither the rights of creditors nor any liens upon the property of any corporation party to the merger shall be impaired by such merger.*
- *The articles of incorporation of the surviving corporation are amended to the extent provided in the plan of merger.*
- *There shall be no change to the voting rights for shareholders of DCW Inc.*

Old Articles of Incorporation of DCW Inc.:

- *DCW Inc. Amended by Articles of Merger.*

Old Articles of Incorporation of DCR Inc.:

- *DCR Inc., are foreclosed.*

New Articles of Incorporation after Merger:

- *Shall be Amended as Deemed necessary and proper by the Board of Directors.*

Amendment by Board of Directors:

- *Amendments by the board of Directors is authorized to complete the plan of merger without further approval by the shareholders.*

Notice of Special Meeting:

- *There shall be **no notice of special meeting** to approve the Plan of Merger by the shareholders of either entity, DCW Inc., or DCR Inc., because 100% of the outstanding shares in both legal entities are solely owned by Gerardo M. Guarch Jr., who has directed the plan of merger to occur, and presides as President of both DCW Inc., and DCR Inc.*

Proposed Articles of Merger:

- *Attached as Exhibit (1).*

Proposed Name Change after Merger:

- ***Diversified Construction & Restoration, Inc.**, included in the Articles of Merger, Attached hereto as Exhibit (1).*

Proposed Registered Agent after Merger:

- *Robert F. Cooke, Esquire*

Proposed Board of Directors after merger:

- *President - Gerardo M. Guarch, Jr.*

Indemnification - upon ratification of this Plan of Merger, all officers, directors, owners, shareholders, and any and all other persons involved in the planning, execution or finalization of this Plan of Merger, are hereby and forever indemnified from any action in law or equity by any known or unknown persons, businesses, corporations, entities, enterprises or governmental body or authority, by the corporation known as Diversified Coatings & Waterproofing, Inc.. After this Merger becomes effective, the newly merged Diversified Construction & Restoration, Corp. shall assume said indemnification without recourse in accordance with standard commercial business practices as they exist or are modified over time, within the state of Florida.

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SIGNATURE PAGE

A special meeting of the Board of Directors was held on August 1st, 2006, to review for approval the Plan of Merger outlined herein. The meeting was called to Order at 9:45 a.m., and the following members of the Board of Directors were present;

Gerardo M. Guarch, Jr. All voting shares were represented at this special meeting of the Board of Directors.

The Plan was put to a vote, and the Plan of Merger was PASSED; by the Board of Directors. There were on absentees noted; all votes were counted and verified.

Approval of the Plan of Merger is required by the Board of Directors, and executed by Gerardo M. Guarch, Jr., President, DCW Inc./DCR Inc.

I Hereby Certify, that I have read all five (5) pages of this Plan of Merger, and after consideration of all issues presented at this special meeting of the Board of Directors, I execute this document on behalf of both Diversified Coatings & Waterproofing, Inc., and Diversified Construction & Restoration, Inc.

Gerardo M. Guarch, Jr.
President, DCW Inc.

Date _____

Gerardo M. Guarch, Jr.
President, DCR Inc.

Date _____

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss:

The foregoing instrument was acknowledged before me this 15th day of August, 2006, by Gerardo M. Guarch, President, dated the ____ day of August, 2006, as the President of DIVERSIFIED COATINGS & WATERPROOFING, INC., a Florida Corporation; and DIVERSIFIED CONSTRUCTION & RESTORATION, INC., a Florida corporation; who is personally known to me and the acknowledgee produced his driver's license as identification.

NOTARY PUBLIC, State of Florida

Print Name

Commission No.

My Commission Expires: 11/05/00

