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

merge  
*(Signature)*

**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. 130<sup>th</sup> 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.

The initial Board of Directors for the                      surviving 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. 130<sup>th</sup> Street  
Miami, Florida 33186

**ARTICLE VIII**

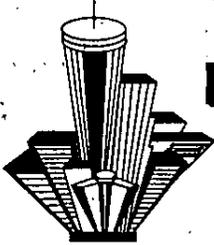
**INCORPORATOR**

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

Gerardo M. Guarch  
12555 S.W. 130<sup>th</sup> Street  
Miami, Florida 33186

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**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:

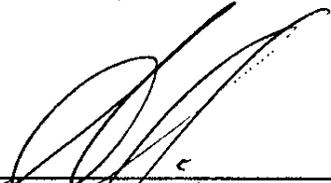
To improve current business operations to meet the demands of current and future pursuant to the business expansion plan.

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.

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

Signed and executed on this 15<sup>th</sup> 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            )  
                                          ) ss:  
COUNTY OF MIAMI-DADE    )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of August, 2006, by Gerardo M. Guarch, President, dated the 15<sup>th</sup> 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.

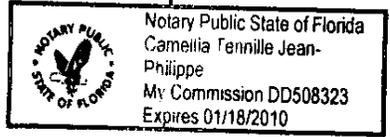


NOTARY PUBLIC, State of Florida

Camellia Jean-Philippe  
Print Name

DD508323  
Commission No.

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:

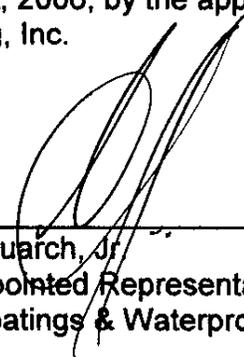
To improve current business operations to meet the demands of current and future business pursuant to the business expansion plan.

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 15<sup>th</sup> 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    )

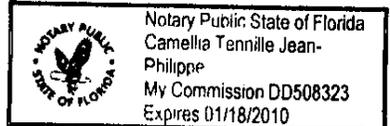
The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of August, 2006, by Gerardo M. Guarch, President, dated the 15<sup>th</sup> day of August, 2006, as the President of DIVERSIFIED COATINGS & WATERPROOFING, INC., a Florida Corporation, who c is personally known to me or c produced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