

Division of Corporations

P9 7000059130

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MERGER OR SHARE EXCHANGE

Infrastructure Repair Technologies, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

merger

08/24/00

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

INFRASTRUCTURE REPAIR TECHNOLOGIES, INC., a Florida corporation,
P97000059130

INTO

INFRASTRUCTURE REPAIR TECHNOLOGIES, INC., a Delaware corporation
not qualified in Florida

File date: August 24, 2000

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER

OF

INFRASTRUCTURE REPAIR TECHNOLOGIES, INC.
(a Florida corporation)

AND

INFRASTRUCTURE REPAIR TECHNOLOGIES, INC.
(a Delaware corporation)

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To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Attached hereto is the Plan and Agreement of Merger for merging INFRASTRUCTURE REPAIR TECHNOLOGIES, INC., a Florida corporation, and INFRASTRUCTURE REPAIR TECHNOLOGIES, INC., a Delaware corporation.

2. The shareholders entitled to vote on the aforesaid Plan of Merger of INFRASTRUCTURE REPAIR TECHNOLOGIES, INC., a Delaware corporation, approved and adopted the Plan of Merger by a unanimous consent dated July 1, 2000, in accordance with the laws of Delaware.

3. The shareholders entitled to vote on the aforesaid Plan of Merger of INFRASTRUCTURE REPAIR TECHNOLOGIES, INC., a Florida corporation, approved and adopted the Plan of Merger by a unanimous consent dated July 1, 2000, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The merger of INFRASTRUCTURE REPAIR TECHNOLOGIES, INC., a Delaware corporation, and INFRASTRUCTURE REPAIR TECHNOLOGIES, INC., a Florida corporation, is permitted by the laws of the jurisdiction of organization of INFRASTRUCTURE REPAIR TECHNOLOGIES, INC., a Delaware corporation, and has been authorized in compliance with said laws.

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5. The effective time and date of the merger herein provided for in the State of Florida shall be 10:00 a.m. the date when both the Articles of Merger and a Certificate of Merger have been filed in Florida and Delaware.

Executed on July 1, 2000.

INFRASTRUCTURE REPAIR
TECHNOLOGIES, INC., a Florida
corporation

By: _____, its President

(SEAL)

INFRASTRUCTURE REPAIR
TECHNOLOGIES, INC., a Delaware
corporation

By: _____, its President

(SEAL)

PLAN OF MERGER

1. **PLAN OF MERGER** adopted on June 30, 2000 by resolution of the Board of Directors of INFRASTRUCTURE REPAIR TECHNOLOGIES, INC., a business corporation organized under the laws of the State of Florida and adopted on June 30, 2000 by resolution of the Board of Directors of INFRASTRUCTURE REPAIR TECHNOLOGIES, INC., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are INFRASTRUCTURE REPAIR TECHNOLOGIES, INC., a business corporation organized under the laws of the State of Florida (hereinafter "IRT-Fla"), and INFRASTRUCTURE REPAIR TECHNOLOGIES, INC., a business corporation organized under the laws of the State of Delaware (hereinafter "IRT-Del"). The name of the surviving corporation into which IRT-Fla will merge into will be IRT-Del's name "INFRASTRUCTURE REPAIR TECHNOLOGIES, INC.", a business corporation organized under the laws of the State of Delaware.
2. IRT-Fla, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of IRT-Del, namely Delaware, be merged with and into a IRT-Del, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of IRT-Fla, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.
3. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.
4. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.
5. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
6. Each issued share of the non-surviving corporations immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one (1) share of the surviving corporation. The issued shares of the surviving

corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

7. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporations for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporations with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

8. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which 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 herein provided for.