

LITVAK BEASLEY & WILSON, LLP

ATTORNEYS AT LAW

KRAMER A. LITVAK *‡
ROBERT O. BEASLEY
PAUL A. WILSON†

226 East Government Street
Post Office Box 13503
Pensacola, Florida 32591-3503
TELEPHONE (850) 432-9818
FACSIMILE (850) 432-9830

CHRIS K. RITCHIE
PENNY HENDRIX
DAVID L. POWELL†

†ALSO ADMITTED IN ALABAMA
‡LL.M. IN TAXATION
*BOARD CERTIFIED TAX ATTORNEY

OF COUNSEL:
ABIGAIL K. SANDERS‡

December 29, 2008

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Merger of Environmental Security of Okaloosa, Inc., Environmental Security of Panama City, Inc., and KEFL, Inc.

To Whom It May Concern:

In connection with the above referenced matter, enclosed please find the following documents:

1. Articles of Merger between Environmental Security of Okaloosa, Inc., Environmental Security of Panama City, Inc., and KEFL, Inc.
2. Agreement and Plan of Merger; and
3. Check in the amount of \$105.00 representing filing fees.

Should you have any further questions regarding this matter, please do not hesitate to call.

Very truly yours,



Kramer A. Litvak

KAL/

Enclosures

cc: Clint Killingsworth
Donna Bloomer, CPA

FILED
2008 DEC 30 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

between

ENVIRONMENTAL SECURITY OF OKALOOSA, INC.
a Florida Corporation

and

ENVIRONMENTAL SECURITY OF PANAMA CITY, INC.
a Florida Corporation

and

KEFL, INC.
a Florida Corporation

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging ENVIRONMENTAL SECURITY OF OKALOOSA, a Florida corporation (sometimes referred to as the "Surviving Corporation"), and ENVIRONMENTAL SECURITY OF PANAMA CITY, INC., a Florida corporation (sometimes referred to as the "Absorbed Corporation 1") and KEFL, INC., a Florida corporation (sometimes referred to as the "Absorbed Corporation 2"):

ARTICLE I

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Environmental Security of Panama City, Inc. 8600 S. Burnt Mill Creek Road Panama City, FL 32409 Florida Document/Registration Number : G91491 FEI Number: 593013113	Florida	C-Corporation
KEFL, Inc. 4141 Pine Forest Road Cantonment, FL 32533 Florida Document/Registration Number : P96000007860 FEI Number: 593359563	Florida	C-Corporation

ARTICLE II

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Environmental Security of Okaloosa, Inc. 4141 Pine Forest Road Pensacola, FL 32533 Florida Document/Registration Number: P97000072212 FEI Number: 593468204	Florida	C-Corporation

ARTICLE III

The attached Agreement and Plan of Merger meets the requirements of Section 607.1105, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

ARTICLE IV

The attached Agreement and Plan of Merger was adopted by the directors and the shareholders of each domestic corporation that is a party to the merger on the 29th day of December, 2008.

ARTICLE V

The Articles of Incorporation of the Surviving Corporation are amended as follows:

1. Article III, entitled "Capital Stock", is deleting in its entirety and the following is inserted in its place and stead:

Article III - CAPITAL STOCK

This corporation is authorized to issue 3,000,000 shares at one tenth of one cent (.001) par value common stock

2. Article VII, entitled "Initial Board of Directors", is deleted in its entirety and the following is inserted in its place and stead:

ARTICLE VII – BOARD OF DIRECTORS

This corporation shall have three (3) directors. The number of

directors may be increased from time to time by the by-laws but shall never be less than three (3). The name and address of the persons to serve until their resignation, removal or the next annual meeting of the shareholders is:

CLINTON KILLINGSWORTH

CLIFFORD KILLINGSWORTH

DANIEL KILLINGSWORTH

3. A new Article XIV, entitled "Officers", is hereby inserted as follows:

ARTICLE XIV – OFFICERS

The following persons shall serve in the following positions until their resignation, removal or until the next annual meeting of the Directors:

<u>Name</u>	<u>Office</u>
<i>Clinton Killingsworth</i>	<i>President</i>
<i>Clifford Killingsworth</i>	<i>Vice President</i>
<i>Daniel Killingsworth</i>	<i>Secretary</i>
<i>Clinton Killingsworth</i>	<i>Treasurer</i>

ARTICLE VI

The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE VII

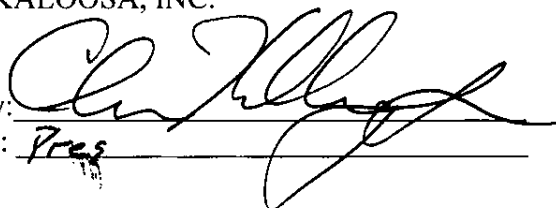
The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EXECUTED this day of December 29, 2008.

ENVIRONMENTAL SECURITY OF
OKALOOSA, INC.

By: _____

Its: *Pres*



ENVIRONMENTAL SECURITY OF PANAMA
CITY, INC.

By: 

Its: Tres

KEFL, INC.

By: 

Its: PRBS

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated the 29th day of December, 2008, between ENVIRONMENTAL SECURITY OF OKALOOSA, INC., a Florida corporation, hereinafter referred to as the "Surviving Corporation," ENVIRONMENTAL SECURITY OF PANAMA CITY, INC., a Florida corporation, hereinafter referred to as "Absorbed Corporation 1," and KEFL, INC., a Florida corporation, hereinafter referred to as "Absorbed Corporation 2."

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4141 Pine Forest Road, Cantonment, Florida, 32533; and

WHEREAS, Surviving Corporation has a capitalization of One Million (1,000,000) authorized shares of common stock, of which One Million (1,000,000) shares are issued and outstanding; and

WHEREAS, Absorbed Corporation 1 is a corporation organized and existing under the laws of the State of Florida with its principal office at 8600 S. Burnt Mill Creek Road, Panama City, Florida, 32409; and

WHEREAS, Absorbed Corporation 1 has One Hundred (100) shares issued and outstanding; and

WHEREAS, Absorbed Corporation 2 is a corporation organized and existing under the laws of the State of Florida with its principal office at 4141 Pine Forest Road, Cantonment, Florida 32533; and

WHEREAS, Absorbed Corporation 2 has a capitalization of One Million (1,000,000) authorized shares of common stock of which Four Hundred Thousand (400,000) shares are issued and outstanding; and

WHEREAS, the boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that the Absorbed Corporation 1 and Absorbed Corporation 2 be merged into Surviving Corporation pursuant to the provisions of Sections 607.1101 et seq., of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Absorbed Parties.** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Environmental Security of Panama City, Inc.	Florida
KEFL, Inc.	Florida

2. **Surviving Corporation.** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Environmental Security of Okaloosa, Inc.	Florida

3. **Terms and Conditions.** On the effective date of the merger, the separate existence of Absorbed Corporation 1 and of Absorbed Corporation 2 shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of Absorbed Corporation 1 and of Absorbed Corporation 2, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of Absorbed Corporation 1 and of Absorbed Corporation 2, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation 1 or of Absorbed Corporation 2 shall be impaired by the merger.

4. **Conversion of Shares of Absorbed Corporation 1.** The manner and basis of converting the shares of Absorbed Corporation 1 into shares, rights, obligations, and other securities of the Surviving Corporation is as follows:

(i) Each share of the common stock of Absorbed Corporation 1 issued and outstanding on the effective date of the merger shall be converted into Five Thousand (5,000) shares of the One Tenth of One Cent (.001) common stock of the Surviving Corporation which shares of common stock of the Surviving Corporation shall then be issued and outstanding. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of Absorbed Corporation 1 would otherwise be entitled as a result of the conversion, shares rounded to the nearest whole share will be issued to the holder.

(ii) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in Absorbed Corporation 1 shall surrender them to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of the share certificates, the Surviving Corporation shall issue and exchange certificates for shares of common stock in the Surviving Corporation, representing the number of shares of stock

to which the holder is entitled as provided above.

(iii) Holders of certificates of common stock of Absorbed Corporation 1 shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the Surviving Corporation.

5. Conversion of Shares of Absorbed Corporation 2. The manner and basis of converting the shares of Absorbed Corporation 2 into shares, rights, obligations, and other securities of the Surviving Corporation is as follows:

(i) Each share of the one tenth of one cent (.001) common stock of Absorbed Corporation 2 issued and outstanding on the effective date of the merger shall be converted into Three and $\frac{3}{4}$ (3.75) shares of the one tenth of one cent (.001) common stock of the Surviving Corporation which shares of common stock of the Surviving Corporation shall then be issued and outstanding. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of Absorbed Corporation 2 would otherwise be entitled as a result of the conversion, shares rounded to the nearest whole share will be issued to the holder.

(ii) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in Absorbed Corporation 2 shall surrender them to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of the share certificates, the Surviving Corporation shall issue and exchange certificates for shares of common stock in the Surviving Corporation, representing the number of shares of stock to which the holder is entitled as provided above.

(iii) Holders of certificates of common stock of Absorbed Corporation 2 shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the Surviving Corporation.

6. Directors. The directors of the Surviving Corporation on the effective date of the merger be as follows:

CLINTON KILLINGSWORTH

CLIFTON KILLINGSWORTH

DANIEL KILLINGSWORTH

6. **Officers.** The Officers of the Surviving Corporation on the effective date of the merger be as follows:

<u>Name</u>	<u>Office</u>
Clinton Killingsworth	President
Clifford Killingsworth	Vice President
Daniel Killingsworth	Secretary
Clinton Killingsworth	Treasurer

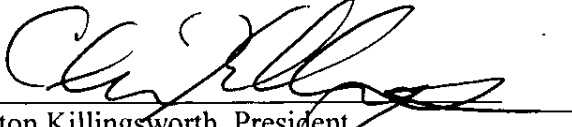
7. **Approval by Shareholders.** This Agreement and Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 29, 2008, or at such other time as to which the boards of directors of the constituent corporations may agree.

8. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

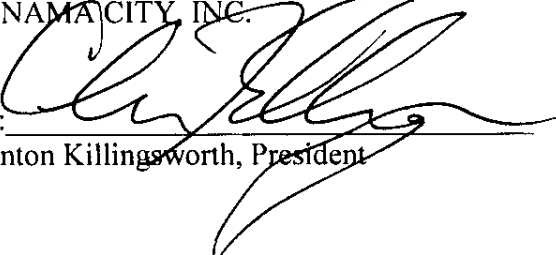
9. **Execution of Agreement.** This Agreement and Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers pursuant to the authorization of their respective boards of directors and managers on the date first above written.

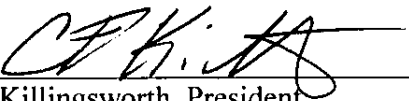
ENVIRONMENTAL SECURITY OF OKALOOSA, INC.

By: 
Clinton Killingsworth, President

ENVIRONMENTAL SECURITY OF
PANAMA CITY, INC.

By: 
Clinton Killingsworth, President

KEFL, INC.

By: 
Clifford Killingsworth, President