

P97000109184

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

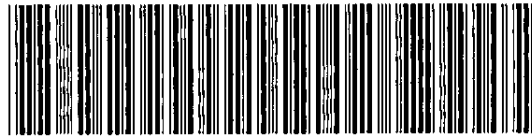
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300182794523

*Merge*

RECEIVED

10 JUL -2 AM 10:50

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

2010 JUL -2 AM 11:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*  
*7/7/10*

*00789, 01168, 00707, 00671*

**FLORIDA FILING & SEARCH SERVICES, INC.**

**P.O. BOX 10662 TALLAHASSEE, FL 32302**

**155 Office Plaza Dr Ste A Tallahassee FL 32301**

**PHONE: (800) 435-9371; FAX: (866) 860-8395**

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**DATE: 07-02-10**

**NAME: CAPITAL PROFESSIONAL CLEANING CONTRACTORS, INC OF  
FLORIDA**

**TYPE OF FILING: MERGER**

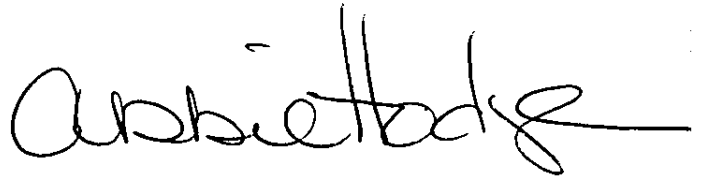
**COST: \$78.75**

**RETURN: CERTIFIED COPY**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**





FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 2, 2010

Florida Filing & Search Services, Inc.  
P.O. Box 10662  
Tallahassee, FL 32302

SUBJECT: CAPITAL PROFESSIONAL CLEANING CONTRACTORS, INC., OF  
FLORIDA  
Ref. Number: P97000109184

We have received your document for CAPITAL PROFESSIONAL CLEANING CONTRACTORS, INC., OF FLORIDA and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The document you submitted has been prepared pursuant to nonprofit statutes (chapter 617, Florida Statutes). As the entity was originally filed as a corporation for profit, this document should be filed pursuant to chapter 607, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 810A00016240

TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

2010 JUL -6 PM 4:08

RECEIVED  
DEPARTMENT OF STATE  
CORPORATIONS DIVISION

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CAPITAL CONTRACTORS HOLDING COMPANY, 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:

Dennis Kaplan

(Contact Person)

Capital Contractors Holding Company, Inc.

(Firm/Company)

88 Duryea Road

(Address)

Melville, NY 11747

(City/State and Zip Code)

For further information concerning this matter, please call:

\_\_\_\_\_ At (\_\_\_\_\_) \_\_\_\_\_  
(Name of Contact Person) (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

FILED

2010 JUL -2 AM 11:36

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Capital Contractors Holding Company, Inc.	New York	None.

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Capital Professional Cleaning Contractors, Inc., of Florida	Florida	P97000109184
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 1, 2010.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 1, 2010.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

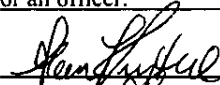
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of the chairman/  
vice chairman of the board  
or an officer.

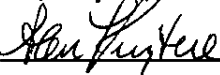
Typed or Printed Name of Individual & Title

Capital Contractors Holding Company, Inc.



Alan Krystal Secretary

Capital Professional Cleaning Contractors, Inc., of Florida



Alan Krystal Secretary

\_\_\_\_\_

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## **AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into on June 1, 2010, by and between Capital Contractors Holding Company, Inc., a New York corporation ("Holdings") and Capital Professional Cleaning Contractors, Inc., of Florida, a Florida corporation ("Subsidiary").

### **W I T N E S S E T H**

**WHEREAS**, Subsidiary is a wholly-owned subsidiary of Holdings; and

**WHEREAS**, the respective relevant governing bodies of each of Holdings and Subsidiary have approved and adopted this Agreement and the transactions contemplated by this Agreement; and

**WHEREAS**, pursuant to the transactions contemplated by this Agreement and on the terms and subject to the conditions set forth herein, in accordance with the New York Business Corporation Law ("NYBCL") and the Florida Business Corporation Act (the "Subsidiary State Law"), Subsidiary will merge with and into Holdings, with Holdings as the surviving corporation (the "Merger"); and

**WHEREAS**, for U.S. federal income tax purposes, the parties intend that the Merger qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

### **A G R E E M E N T**

**NOW, THEREFORE**, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties intending to be legally bound agree as follows:

1. **MERGER**. Upon the terms and subject to the conditions of this Agreement, at the Effective Time (as defined below), Subsidiary shall be merged with and into Holdings in accordance with Sections 905 and 907 of the NYBCL and Sections 607.1104, 607.1105, and 307.1107 of the Subsidiary State Law and any other applicable provisions of law. The separate corporate existence of Subsidiary shall thereupon cease and Holdings shall be the surviving corporation.

2. **EFFECT OF MERGER**. Upon the Effective Time (as defined below), Holdings and Subsidiary shall become a single New York corporation, the separate existence of Subsidiary shall cease, and all of the rights, privileges and powers of each of Holdings and Subsidiary, and all property, real, personal and mixed, and all debts due to Holdings and/or Subsidiary, as well as all other things and causes of action belonging to each of Holdings and Subsidiary, shall be vested in Holdings as the surviving corporation, and shall thereafter be the property of Holdings as the surviving corporation as they were of each of Holdings and Subsidiary; but all rights of creditors and all liens upon any property of Holdings and/or Subsidiary shall be preserved unimpaired, and all debts, liabilities and duties of each of Holdings and Subsidiary shall

thenceforth attach to Holdings as the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

4. CERTIFICATE OF INCORPORATION, BYLAWS AND DIRECTORS AND OFFICERS.

(a) The Certificate of Incorporation and Bylaws of Holdings in effect immediately prior to the Effective Time shall not be amended in any respect by reason of the Merger and said Certificate of Incorporation and Bylaws shall be the Certificate of Incorporation and Bylaws of Holdings, as the surviving corporation, unless and until amended in accordance with their terms and applicable law.

(b) On and after the Effective Time, until changed in accordance with the Certificate of Incorporation and Bylaws of Holdings, (i) the directors of Holdings shall be the directors of Holdings immediately prior to the Effective Time; and (ii) the officers of Holdings shall be the officers of Holdings immediately prior to the Effective Time.

5. MANNER AND BASIS OF CONVERTING SHARES. As a result of the Merger, (i) each share of Holdings common stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall constitute the only shares of capital stock of Holdings issued and outstanding immediately after the Effective Time and (ii) each share of Subsidiary common stock issued and outstanding immediately prior to the Effective Time shall be cancelled.

6. EXPENSES OF THE MERGER. Holdings, as the surviving corporation, shall pay all expenses of carrying this Agreement into effect and accomplishing the Merger herein provided for.

7. FURTHER ASSIGNMENT OR ASSURANCE. If at any time Holdings, as the surviving corporation, shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to carry out any of the provisions of this Agreement, the proper representatives of Subsidiary as of the Effective Time shall do all things necessary or proper to do so.

8. EFFECTIVE TIME. After satisfaction or, to the extent permitted hereunder waiver, of all conditions to the Merger, Holdings, which shall be the surviving corporation of the Merger, shall file a Certificate of Merger, substantially in the form attached hereto as Exhibit A (the "NY Certificate of Merger"), with the Secretary of State of the State of New York and a Articles of Merger, substantially in the form attached hereto as Exhibit B (the "Subsidiary Merger Filing"), with the Secretary of State of the State of Florida and make all other filings or recordings required by New York and/or Florida law in connection with the Merger. The Merger shall become effective upon the filing of the NY Certificate of Merger and the Subsidiary Merger Filing (the "Effective Time").

9. TERMINATION AND AMENDMENT. Anything in this Agreement or elsewhere to the contrary notwithstanding, this Agreement and the Merger contemplated hereby may be abandoned either by Holdings or Subsidiary, by an appropriate act of a duly authorized



representative thereof, at any time prior to the Effective Time. This Agreement may be amended in any respect by the mutual agreement of Holdings and Subsidiary with such approvals as the NYBCL and the Subsidiary State Law requires.

10. DESCRIPTIVE HEADINGS. The descriptive section headings of this Agreement are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

11. GOVERNING LAW. This Agreement shall be construed in accordance with and governed by the laws of the State of New York, without giving effect to principles of conflicts of law.

12. COUNTERPARTS. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effects as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

13. WAIVER OF STATUTORY MAILING REQUIREMENTS. Holdings, as sole shareholder of Subsidiary, hereby approves this Merger and waives any right to receive by mail a copy or summary of the Agreement.


*[Signatures Page to Follow]*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives as of the day and year first-above written.

**Capital Contractors Holding Company, Inc.**

By:   
Name: Dennis Kaplan  
Title: President

**Capital Professional Cleaning Contractors, Inc., of Florida**

By:   
Name: Alan Krystal  
Title: Secretary

---

**EXHIBIT A**

Certificate of Merger

See Attached.

**CERTIFICATE OF MERGER**

**OF**

**CAPITAL CLEANING CONTRACTORS, INC., OF ALABAMA**  
(an Alabama corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF ALASKA**  
(an Alaska corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF ARIZONA**  
(an Arizona corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF ARKANSAS**  
(an Arkansas corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF COLORADO**  
(a Colorado corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF CONNECTICUT**  
(a Connecticut corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF DELAWARE**  
(a Delaware corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF THE DISTRICT OF COLUMBIA**  
(a District of Columbia corporation)

**CAPITAL PROFESSIONAL CLEANING CONTRACTORS, INC., OF FLORIDA**  
(a Florida corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF GEORGIA**  
(a Georgia corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF HAWAII**  
(a Hawaii corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF IDAHO**  
(an Idaho corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF ILLINOIS**  
(an Illinois corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF INDIANA**  
(an Indiana corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF IOWA**  
(an Iowa corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF KANSAS**  
(a Kansas corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF KENTUCKY**  
(a Kentucky corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF LOUISIANA**  
(a Louisiana corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF MAINE**  
(a Maine corporation)

**CAPITAL PROFESSIONAL CLEANING CONTRACTORS, INC., OF MARYLAND**  
(a Maryland corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF MICHIGAN**  
(a Michigan corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF MINNESOTA**  
(a Minnesota corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF MISSISSIPPI**  
(a Mississippi corporation)

**CAPITAL CLEANING CONTRACTORS OF MISSOURI, INC.**  
(a Missouri corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF MONTANA**  
(a Montana corporation)

**CAPITAL CLEANING CONTRACTORS, INC., OF NEBRASKA**  
(a Nebraska corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF NEVADA**  
(a Nevada corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF NEW HAMPSHIRE**  
(a New Hampshire corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF NEW JERSEY**  
(a New Jersey corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF NEW MEXICO**  
(a New Mexico corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF NORTH CAROLINA**  
(a North Carolina corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF NORTH DAKOTA**  
(a North Dakota corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF OHIO**  
(an Ohio corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF OKLAHOMA**  
(an Oklahoma corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF OREGON**  
(an Oregon corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF PENNSYLVANIA**  
(a Pennsylvania corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF RHODE ISLAND**  
(a Rhode Island corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF SOUTH CAROLINA**  
(a South Carolina corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF SOUTH DAKOTA**  
(a South Dakota corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF TENNESSEE**  
(a Tennessee corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF TEXAS**  
(a Texas corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF UTAH**  
(a Utah corporation)  
**CAPITAL PROFESSIONAL CLEANING CONTRACTORS, INC., OF VERMONT**  
(a Vermont corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF VIRGINIA**  
(a Virginia corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF WASHINGTON**  
(a Washington corporation)  
**CAPITAL PROFESSIONAL CLEANING CONTRACTORS, INC., OF WEST VIRGINIA**  
(a West Virginia corporation)  
**CAPITAL CLEANING CONTRACTORS, INC., OF WISCONSIN**  
(a Wisconsin corporation)  
**AND**  
**CAPITAL CLEANING CONTRACTORS, INC., OF WYOMING**  
(a Wyoming corporation)

**WITH AND INTO**

**CAPITAL CONTRACTORS HOLDING COMPANY, INC.**  
(a New York corporation)

(Pursuant to Section 905 of the Business Corporation Law)

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

**FIRST:** The names, jurisdictions of incorporation and dates of incorporation of the merging corporations (each a "**Merging Corporation**") are as follows:

Capital Cleaning Contractors, Inc., of Alabama, an Alabama corporation incorporated on March 30, 1998.  
Capital Cleaning Contractors, Inc., of Alaska, an Alaska corporation incorporated on April 1, 1998.  
Capital Cleaning Contractors, Inc., of Arizona, an Arizona corporation incorporated on December 29, 1997.  
Capital Cleaning Contractors, Inc., of Arkansas, an Arkansas corporation incorporated on April 6, 1998.  
Capital Cleaning Contractors, Inc., of Colorado, a Colorado corporation incorporated on December 23, 1997.  
Capital Cleaning Contractors, Inc., of Connecticut, a Connecticut corporation incorporated on December 26, 1997.  
Capital Cleaning Contractors, Inc., of Delaware, a Delaware corporation incorporated on December 22, 1997.  
Capital Cleaning Contractors, Inc., of The District of Columbia, a District of Columbia corporation incorporated on December 24, 1997.  
Capital Professional Cleaning Contractors, Inc., of Florida, a Florida corporation incorporated on December 24, 1997.  
Capital Cleaning Contractors, Inc., of Georgia, a Georgia corporation incorporated on December 23, 1997.  
Capital Cleaning Contractors, Inc., of Hawaii, a Hawaii corporation incorporated on January 30, 1998.  
Capital Cleaning Contractors, Inc., of Idaho, an Idaho corporation incorporated on December 23, 1997.  
Capital Cleaning Contractors, Inc., of Illinois, an Illinois corporation incorporated on December 23, 1997.  
Capital Cleaning Contractors, Inc., of Indiana, an Indiana corporation incorporated on December 23, 1997.  
Capital Cleaning Contractors, Inc., of Iowa, an Iowa corporation incorporated on December 24, 1997.  
Capital Cleaning Contractors, Inc., of Kansas, a Kansas corporation incorporated on December 23, 1997.  
Capital Cleaning Contractors, Inc., of Kentucky, a Kentucky corporation incorporated on December 23, 1997.  
Capital Cleaning Contractors, Inc., of Louisiana, a Louisiana corporation incorporated on December 24, 1997.  
Capital Cleaning Contractors, Inc., of Maine, a Maine corporation incorporated on December 24, 1997.  
Capital Professional Cleaning Contractors, Inc., of Maryland, a Maryland corporation incorporated on December 29, 1997.  
Capital Cleaning Contractors, Inc., of Michigan, a Michigan corporation incorporated on January 5, 1998.  
Capital Cleaning Contractors, Inc., of Minnesota, a Minnesota corporation incorporated on December 26, 1997.  
Capital Cleaning Contractors, Inc., of Mississippi, a Mississippi corporation incorporated on December 29, 1997.  
Capital Cleaning Contractors of Missouri, Inc., a Missouri corporation incorporated on December 29, 1997.  
Capital Cleaning Contractors, Inc., of Montana, a Montana corporation incorporated on March 27, 1998.  
Capital Cleaning Contractors, Inc., of Nebraska, a Nebraska corporation incorporated on December 29, 1997.  
Capital Cleaning Contractors, Inc., of Nevada, a Nevada corporation incorporated on December 24, 1997.  
Capital Cleaning Contractors, Inc., of New Hampshire, a New Hampshire corporation incorporated on December 31, 1997.  
Capital Cleaning Contractors, Inc., of New Jersey, a New Jersey corporation incorporated on December 24, 1997.  
Capital Cleaning Contractors, Inc., of New Mexico, a New Mexico corporation incorporated on December 26, 1997.

Capital Cleaning Contractors, Inc., of North Carolina, a North Carolina corporation incorporated on December 29, 1997.

Capital Cleaning Contractors, Inc., of North Dakota, a North Dakota corporation incorporated on March 30, 1998.

Capital Cleaning Contractors, Inc., of Ohio, an Ohio corporation incorporated on December 29, 1997.

Capital Cleaning Contractors, Inc., of Oklahoma, an Oklahoma corporation incorporated on December 23, 1997.

Capital Cleaning Contractors, Inc., of Oregon, an Oregon corporation incorporated on December 23, 1997.

Capital Cleaning Contractors, Inc., of Pennsylvania, a Pennsylvania corporation incorporated on December 23, 1997.

Capital Cleaning Contractors, Inc., of Rhode Island, a Rhode Island corporation incorporated on December 24, 1997.

Capital Cleaning Contractors, Inc., of South Carolina, a South Carolina corporation incorporated on December 30, 1997.

Capital Cleaning Contractors, Inc., of South Dakota, a South Dakota corporation incorporated on March 27, 1998.

Capital Cleaning Contractors, Inc., of Tennessee, a Tennessee corporation incorporated on December 29, 1997.

Capital Cleaning Contractors, Inc., of Texas, a Texas corporation incorporated on December 23, 1997.

Capital Cleaning Contractors, Inc., of Utah, a Utah corporation incorporated on December 23, 1997.

Capital Professional Cleaning Contractors, Inc., of Vermont, a Vermont corporation incorporated on December 31, 1997.

Capital Cleaning Contractors, Inc., of Virginia, a Virginia corporation incorporated on December 24, 1997.

Capital Cleaning Contractors, Inc., of Washington, Washington corporation incorporated on December 24, 1997.

Capital Professional Cleaning Contractors, Inc., of West Virginia, a West Virginia corporation incorporated on April 3, 1998.

Capital Cleaning Contractors, Inc., of Wisconsin, a Wisconsin corporation incorporated on December 29, 1997.

Capital Cleaning Contractors, Inc., of Wyoming, a Wyoming corporation incorporated on March 30, 1998.

**SECOND:** None of the Merging Corporations has filed an application for authority to do business in the State of New York.

**THIRD:** The name, jurisdiction of incorporation and date of incorporation of the surviving corporation is Capital Contractors Holding Company, Inc., a New York corporation incorporated on December 17, 1997 (the "**Surviving Corporation**").

**FOURTH:** As to each Merging Corporation, the designation and number of outstanding shares of each class and the number of shares of each class owned by the Surviving Corporation are as follows:

Name of Merging Corporation	Designation of Stock	Outstanding Shares	No. of Shares owned by the Surviving Corporation
Capital Cleaning Contractors, Inc., of Alabama	Common Stock, 5,000 shares authorized	5,000	5,000
Capital Cleaning Contractors, Inc., of Alaska	Common Stock, 35,000 shares authorized	35,000	35,000

<b>Name of Merging Corporation</b>	<b>Designation of Stock</b>	<b>Outstanding Shares</b>	<b>No. of Shares owned by the Surviving Corporation</b>
Capital Cleaning Contractors, Inc., of Arizona	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Arkansas	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Colorado	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Connecticut	Common Stock, 20,000 shares authorized	20,000	20,000
Capital Cleaning Contractors, Inc., of Delaware	Common Stock, 1,500 shares authorized	1,500	1,500
Capital Cleaning Contractors, Inc., of The District of Columbia	Common Stock, 200 shares authorized	200	200
Capital Professional Cleaning Contractors, Inc., of Florida	Common Stock, 285 shares authorized	285	285
Capital Cleaning Contractors, Inc., of Georgia	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Hawaii	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Idaho	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Illinois	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Indiana	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Iowa	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Kansas	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Kentucky	Common Stock, 1,000 shares authorized	1,000	1,000
Capital Cleaning Contractors, Inc., of Louisiana	Common Stock, 200 shares authorized	200	200



<b>Name of Merging Corporation</b>	<b>Designation of Stock</b>	<b>Outstanding Shares</b>	<b>No. of Shares owned by the Surviving Corporation</b>
Capital Cleaning Contractors, Inc., of Maine	Common Stock, 3,000 shares authorized	3,000	3,000
Capital Professional Cleaning Contractors, Inc., of Maryland	Common Stock, 5,000 shares authorized	5,000	5,000
Capital Cleaning Contractors, Inc., of Michigan	Common Stock, 60,000 shares authorized	60,000	60,000
Capital Cleaning Contractors, Inc., of Minnesota	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Mississippi	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors of Missouri, Inc.	Common Stock, 30,000 shares authorized	30,000	30,000
Capital Cleaning Contractors, Inc., of Montana	Common Stock, 50,000 shares authorized	50,000	50,000
Capital Cleaning Contractors, Inc., of Nebraska	Common Stock, 10,000 shares authorized	10,000	10,000
Capital Cleaning Contractors, Inc., of Nevada	Common Stock, 25,000 shares authorized	25,000	25,000
Capital Cleaning Contractors, Inc., of New Hampshire	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of New Jersey	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of New Mexico	Common Stock, 100,000 shares authorized	100,000	100,000
Capital Cleaning Contractors, Inc., of North Carolina	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of North Dakota	Common Stock, 50,000 shares authorized	50,000	50,000
Capital Cleaning Contractors, Inc., of Ohio	Common Stock, 850 shares authorized	850	850
Capital Cleaning Contractors, Inc., of Oklahoma	Common Stock, 1,000 shares authorized	1,000	1,000

<b>Name of Merging Corporation</b>	<b>Designation of Stock</b>	<b>Outstanding Shares</b>	<b>No. of Shares owned by the Surviving Corporation</b>
Capital Cleaning Contractors, Inc., of Oregon	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Pennsylvania	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Rhode Island	Common Stock, 8,000 shares authorized	8,000	8,000
Capital Cleaning Contractors, Inc., of South Carolina	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of South Dakota	Common Stock, 250 shares authorized	250	250
Capital Cleaning Contractors, Inc., of Tennessee	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Texas	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Utah	Common Stock, 200 shares authorized	200	200
Capital Professional Cleaning Contractors, Inc., of Vermont	Common Stock, 200 shares authorized	200	200
Capital Cleaning Contractors, Inc., of Virginia	Common Stock, 25,000 shares authorized	25,000	25,000
Capital Cleaning Contractors, Inc., of Washington	Common Stock, 200 shares authorized	200	200
Capital Professional Cleaning Contractors, Inc., of West Virginia	Common Stock, 5,000 shares authorized	5,000	5,000
Capital Cleaning Contractors, Inc., of Wisconsin	Common Stock, 9,000 shares authorized	9,000	9,000
Capital Cleaning Contractors, Inc., of Wyoming	Common Stock, 200 shares authorized	200	200

**FIFTH:** The plan of merger governing the merger herein certified was adopted by the board of directors of the Surviving Corporation.

*[Signature Page to Follow]*

**IN WITNESS WHEREOF**, I have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Executed on this \_\_\_\_ day of \_\_\_\_\_, 2010.

Capital Cleaning Contractors, Inc., of Alabama  
Capital Cleaning Contractors, Inc., of Alaska  
Capital Cleaning Contractors, Inc., of Arizona  
Capital Cleaning Contractors, Inc., of Arkansas  
Capital Cleaning Contractors, Inc., of Colorado  
Capital Cleaning Contractors, Inc., of Connecticut  
Capital Cleaning Contractors, Inc., of Delaware  
Capital Cleaning Contractors, Inc., of The District of Columbia  
Capital Professional Cleaning Contractors, Inc., of Florida  
Capital Cleaning Contractors, Inc., of Georgia  
Capital Cleaning Contractors, Inc., of Hawaii  
Capital Cleaning Contractors, Inc., of Idaho  
Capital Cleaning Contractors, Inc., of Illinois  
Capital Cleaning Contractors, Inc., of Indiana  
Capital Cleaning Contractors, Inc., of Iowa  
Capital Cleaning Contractors, Inc., of Kansas  
Capital Cleaning Contractors, Inc., of Kentucky  
Capital Cleaning Contractors, Inc., of Louisiana  
Capital Cleaning Contractors, Inc., of Maine  
Capital Professional Cleaning Contractors, Inc., of Maryland  
Capital Cleaning Contractors, Inc., of Michigan  
Capital Cleaning Contractors, Inc., of Minnesota  
Capital Cleaning Contractors, Inc., of Mississippi  
Capital Cleaning Contractors of Missouri, Inc.  
Capital Cleaning Contractors, Inc., of Montana  
Capital Cleaning Contractors, Inc., of Nebraska  
Capital Cleaning Contractors, Inc., of Nevada  
Capital Cleaning Contractors, Inc., of New Hampshire  
Capital Cleaning Contractors, Inc., of New Jersey  
Capital Cleaning Contractors, Inc., of New Mexico  
Capital Cleaning Contractors, Inc., of North Carolina  
Capital Cleaning Contractors, Inc., of North Dakota  
Capital Cleaning Contractors, Inc., of Ohio  
Capital Cleaning Contractors, Inc., of Oklahoma  
Capital Cleaning Contractors, Inc., of Oregon  
Capital Cleaning Contractors, Inc., of Pennsylvania  
Capital Cleaning Contractors, Inc., of Rhode Island  
Capital Cleaning Contractors, Inc., of South Carolina  
Capital Cleaning Contractors, Inc., of South Dakota  
Capital Cleaning Contractors, Inc., of Tennessee  
Capital Cleaning Contractors, Inc., of Texas  
Capital Cleaning Contractors, Inc., of Utah  
Capital Professional Cleaning Contractors, Inc., of Vermont  
Capital Cleaning Contractors, Inc., of Virginia  
Capital Cleaning Contractors, Inc., of Washington  
Capital Professional Cleaning Contractors, Inc., of West Virginia  
Capital Cleaning Contractors, Inc., of Wisconsin  
Capital Cleaning Contractors, Inc., of Wyoming

By: \_\_\_\_\_

Name: Alan Krystal

Title: Secretary

Capital Contractors Holding Company, Inc.

By: \_\_\_\_\_  
Name: Dennis Kaplan  
Title: President

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**EXHIBIT B**

Subsidiary Merger Filing

See Attached Articles/Certificate of Merger.