

P97000071373



FILED

01 NOV -2 PM 3:38

ACCOUNT NO. : 072100000032

REFERENCE : 283611 7187011

AUTHORIZATION :

COST LIMIT : \$ 25.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Patricia Pizito*

ORDER DATE : November 1, 2001

ORDER TIME : 11:28 AM

ORDER NO. : 283611-005

CUSTOMER NO: 7187011

CUSTOMER: Ms. Monique N. Diaz  
Encompass Services Corporation  
3 Greenway Plaza  
Suite 2000  
Houston, TX 77046

RECEIVED  
01 NOV -2 PM 12:16  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

ENCOMPASS ELECTRICAL  
TECHNOLOGIES JACKSONVILLE, INC

INTO

900004664369--9

ENCOMPASS ELECTRICAL  
TECHNOLOGIES SOUTHEAST, INC.

*Merger  
11-5-01  
MS*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Betty Young

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 2, 2001

**RESUBMIT**

Please give original  
submission date as file date.

CSC

TALLAHASSEE, FL

SUBJECT: ENCOMPASS ELECTRICAL TECHNOLOGIES SOUTHEAST, INC.  
Ref. Number: P98000049660

We have received your document for ENCOMPASS ELECTRICAL TECHNOLOGIES SOUTHEAST, INC.. However, the document has not been filed and is being returned for the following:

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

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) 245-6957.

Doug Spittler  
Document Specialist

Letter Number: 801A00059972

RECEIVED  
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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ENCOMPASS ELECTRICAL TECHNOLOGIES JACKSONVILLE, INC., a Florida  
corporation, P97000071373

INTO

ENCOMPASS ELECTRICAL TECHNOLOGIES SOUTHEAST, INC., a Florida  
entity, P98000049660.

File date: November 2, 2001

Corporate Specialist: Doug Spitler

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

OF

Encompass Electrical Technologies Jacksonville, Inc.

AND

Encompass Electrical Technologies Southeast, Inc.

FILED

01 NOV -2 PM 3:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. The following is the Plan of Merger for merging Encompass Electrical Technologies Jacksonville, Inc. with and into Encompass Electrical Technologies Southeast, Inc. as approved and adopted by the Board of Directors of Encompass Electrical Technologies Jacksonville, Inc. on October 30, 2001 and approved and adopted by the Board of Directors of Encompass Electrical Technologies Southeast, Inc. on October 30, 2001 pursuant to the provisions of the Florida Business Corporation Act. Shareholder approval was not required.

2. Encompass Electrical Technologies Southeast, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

3. The effective time and date of the merger herein shall be on November 1, 2001.

Executed on October 30, 2001.

Encompass Electrical Technologies Jacksonville, Inc.

By: tony

Tony L. Visage  
Assistant Secretary

Encompass Electrical Technologies Southeast, Inc.

By: tony

Tony L. Visage  
Assistant Secretary

## PLAN OF MERGER

PLAN OF MERGER adopted for Encompass Electrical Technologies Jacksonville, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on October 30, 2001, and adopted for Encompass Electrical Technologies Southeast, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on October 30, 2001. The names of the corporations planning to merge are Encompass Electrical Technologies Jacksonville, Inc., a business corporation organized under the laws of the State of Florida, and Encompass Electrical Technologies Southeast, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Encompass Electrical Technologies Jacksonville, Inc. plans to merge is Encompass Electrical Technologies Southeast, Inc.

1. Encompass Electrical Technologies Jacksonville, Inc. and Encompass Electrical Technologies Southeast, Inc. shall pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Encompass Electrical Technologies Southeast, Inc., which shall be the surviving corporation at the effective time and 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 Florida Business Corporation Act. The separate existence of Encompass Electrical Technologies Jacksonville, Inc., 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.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation 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 Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to

the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled. 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.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, 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 that they will cause to be preformed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers 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.