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P99000059839

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MERGER OR SHARE EXCHANGE

Accurate Control Company Incorporated

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Articles of Merger

Accurate Control Company, Inc. (Florida) into
Accurate Control Company Incorporated (Texas)

In accordance with the provisions of the Florida Business Corporation Act (FBCA) section 607.1105 of the Florida statutes, and article 5.04 of the Texas Business Corporation Act (TCBA), Accurate Control Company, Inc., a Florida corporation (the Florida Company), and Accurate Control Company Incorporated, a Texas corporation (the Texas Company), adopt these Articles of Merger for the purpose of merging the Florida Company with and into the Texas Company.

1. **Corporations.** The name, state of incorporation, document number, and capacity for each of the constituent corporations to the merger is as follows:

Name	State of Incorporation	Document or Filing Number	Capacity
Accurate Control Company, Inc. (the Florida Company)	Florida	P99000059839	The Merging Company
Accurate Control Company Incorporated (the Texas Company)	Texas	01156391-00	The Surviving Company

2. **Plan of Merger Approved.** The Plan of Merger, which is set forth in attached Exhibit A, has been adopted, executed, and delivered by each of the constituent corporations in accordance with the requirements of the FBCA and the TCBA. The board of directors and the stockholders of the Florida Company and the Texas Company have each approved the merger in accordance with the requirements of the FBCA and the TCBA on April 22, 2005. The stockholders, by each voting group entitled to vote, have approved the merger by unanimous written consent of all stockholders entitled to vote. The executed Plan of Merger is on file at the office of the Surviving Corporation located at 4911 Fulton, Houston, Texas 77009. A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

3. **Surviving Corporation.** The name of the surviving corporation is Accurate Control Company Incorporated, a Texas corporation, (the Surviving Company). The articles of incorporation, dated June 18, 1990, and other constituent documents of the Surviving Company shall continue to be the constituent documents of the Surviving company. The Surviving Company appoints the Florida Secretary of State as its agent for substitute service of process under Chapter 43, Florida Statutes, in any proceeding to enforce any obligation or right of any dissenting shareholder of the Merging Company. The Surviving Company agrees to pay any dissenting shareholder of the Merging Company the amount, if any, to which they are entitled under sections 607.1302, 620.205, and 608.4384 of the Florida Statutes.

4. **Outstanding Shares of Each Corporation.** The number of shares outstanding and the designation and number of outstanding shares of each class or series of stock entitled to vote as a class on the Plan for each corporation is as follows:

Name of Corporation	State	Voting Shares Outstanding
Accurate Control Company, Inc. (the Florida Company)	Florida	1000 shares
Accurate Control Company Incorporated (the Texas Company)	Texas	1000 shares

No shares are entitled to vote as a class or series.

5. **Shares Voted For and Against Plan of Merger.** The Plan of Merger was authorized and approved by unanimous written consent of all stockholders of each corporation. The number of shares voted for and against the Plan of Merger are as follows:

Name of Corporation	For	Against
Accurate Control Company, Inc. (the Florida Company)	1000	0
Accurate Control Company Incorporated (the Texas Company)	1000	0

6. **Effective Date.** The merger shall be effective as of May 1, 2005.

7. **Authorization.** By all action required by the laws under which it was incorporated and by its constituent documents each corporation duly authorized the Plan of Merger and the performance of its terms.

Each corporation has caused the certificate to be signed by an authorized officer on April 22, 2005.

Accurate Control Company, Inc.,
a Florida corporation

By: 
Manuel M. Haro, President

Accurate Control Company Incorporated
a Texas corporation

By: 
Manuel M. Haro, President

Plan of Merger

This Plan of Merger (this Agreement) is between Accurate Control Company, Inc., a Florida corporation, (the Florida Company), and Accurate Control Company Incorporated, a Texas corporation, (the Texas Company). The Florida Company and the Texas Company are sometimes referred to as the Constituent Corporations.

Summary of the Plan of Merger

A. The Surviving Company. The Texas Company is a corporation duly organized and existing under the laws of the State of Texas and has a total authorized capital stock of 1,000,000 shares of no par value common stock, 1000 of which are outstanding.

B. The Merging Company. The Florida Company is a corporation duly organized and existing under the laws of the State of Florida and has a total authorized capital stock of 1000 shares of \$.001 par value common stock, 1000 shares of which are issued and outstanding.

C. Merger. The Board of Directors of the Florida Company has determined that it is advisable and in the best interests of the stockholders and the corporation that the Florida Company merge with and into the Texas Company upon these terms and conditions.

D. Approvals. The respective Boards of Directors of the Constituent Corporations have approved this Agreement and have directed that this Agreement be submitted to a vote of the respective stockholders and executed by authorized officers.

E. Reorganization. In consideration of these mutual agreements, the Constituent Corporations agree to this merger transaction which is intended to qualify as a tax-free reorganization under Section 368(a)(1)(D) of the Internal Revenue Code.

In consideration of these mutual agreements and covenants the Constituent Corporations agree to this Plan of Merger.

I. Merger

1.1 Merger. In accordance with the provisions of this Plan of Merger the FBCA and the TBCA, the Florida Company shall be merged with and into the Texas Company (the Merger), the separate existence of the Florida Company shall cease and the Texas Company shall be the Surviving Company, and the name of the Surviving Company shall be Accurate Control Company Incorporated, a Texas corporation.

1.2 Filings and Effectiveness. The Merger shall not become effective until the following actions shall be completed:

(a) This Agreement and the Merger shall have been adopted and approved by the stockholders of the Florida Company and the stockholders of the Texas Company in accordance with the requirements of the FBCA and the TCBA, respectively;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction of those conditions;

(c) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the FBCA shall have been filed with the Secretary of State of the State of Florida; and

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(d) An executed counterpart of the documents filed with the Secretary of State of the State of Florida under section 1.2(c) shall have been filed with the Secretary of State of the State of Texas.

The date and time when the Merger shall become effective, May 1, 2005, is called the Effective Date of the Merger.

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of the Florida Company shall cease and the Texas Company, as the Surviving Company (i) shall continue to possess all of its assets, rights, powers, and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and the Florida Company's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers, and property of the Florida Company in the manner more fully set forth in section 807.1108 of the FBCA and section 5.06 of the TCBA, (iv) shall continue to be subject to all of the debts, liabilities and obligations of the Florida Company as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of the Florida Company in the same manner as if the Texas Company had itself incurred them, all as more fully provided under the applicable provisions of the TCBA and the FBCA.

II. Charter Documents, Directors, and Officers

2.1 Certificate of Incorporation. The Certificate of Incorporation of the Texas Company as in effect immediately prior to the Effective Date of the Merger (which Certificate is dated June 18, 1990) shall continue in full force and effect as the Certificate of Incorporation of the Surviving Company until duly amended in accordance with its provisions and applicable law.

2.2 Bylaws. The Bylaws of the Texas Company as in effect immediately prior to the Effective Date of the Merger (which Bylaws are dated July 8, 1990, as amended December 1, 1992) shall continue in full force and effect as the Bylaws of the Surviving Company until duly amended in accordance with its provisions and applicable law.

2.3 Directors and Officers. The directors and officers of the Texas Company immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Company until their successors shall have been duly elected and qualified or until as otherwise provided by the Certificate of Incorporation or the Bylaws of the Surviving Company or applicable law.

III. Manner of Conversion of Stock

3.1 The Florida Company's Common Shares. Upon the Effective Date of the Merger each share of the Florida Company's common stock issued and outstanding shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of the shares, or any other person, be converted into and exchanged for one fully paid and nonassessable share of no par value common stock of the Surviving Company.

3.2 The Texas Company's Common Stock. Upon the Effective Date of the Merger, each share of the no par value common stock of the Texas Company issued and outstanding shall remain outstanding as common stock. After the Effective Date, the Surviving Company will have outstanding 2000 shares of common stock.

3.3 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of the Florida Company's common stock may be asked to surrender the certificate for cancellation to a designated agent (the Agent), and each holder shall be entitled to receive in exchange a certificate or certificates representing the number of shares of the Surviving Company's common stock into which the surrendered shares were converted.

The registered owner on the books and records of the Surviving Company or the Agent of any such outstanding certificate shall, until the certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Company or the Agent, be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of common stock of the Surviving Company represented by the outstanding certificate.

Each certificate representing common stock of the Surviving Company so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of the Florida Company so converted, unless otherwise determined by the Board of Directors of the Surviving Company in compliance with applicable laws, or other such additional legends as agreed upon by the holder and the Surviving Company.

IV. General

4.1 Covenants of the Parties. The Texas Company covenants and agrees that it will, on or before the Effective Date of the Merger, file all documents necessary for the Merger and take any action as may be required by the TCBA. The Florida Company covenants and agrees that it will, on or before the Effective Date of the Merger, file all documents necessary for the Merger and take any action as may be required by the FBCA.

4.2 Further Assurances. From time to time, as and when required by the Texas Company or by its successors or assigns, there shall be executed and delivered on behalf of the Florida Company such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by the Texas Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of the Florida Company otherwise to carry out the purpose of this Agreement, and the officers and directors of the Texas Company are fully authorized in the name and on behalf of the Florida Company to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason by the Board of Directors of either the Constituent Corporations.

4.4 Amendment. The Board of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or a certificate) with the Secretary of State of the State of Texas, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Company to be effected by the Merger or (3) alter or change any of the terms and condition of this Agreement if that alteration or change would adversely affect the holders of any capital stock or any Constituent Corporation.

4.5 Registered Office. The registered office of the Surviving Company in the State of Texas is 4911 Fulton, Houston, Texas 77009. The name of its registered agent at such address is Manuel M. Haro.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Company at 4911 Fulton, Houston, Texas 77009, and copies will be furnished to any stockholder or shareholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforce in accordance with and governed by the laws of the State of Texas and, so far as applicable, the merger provisions of the FBCA.

4.8 Counterparts. In order to facilitate the filing and recording of this Agreement, it may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

This Agreement, having first been approved by the resolutions of the Board of Directors of Accurate Control Company, Inc., a Florida corporation, and Accurate Control Company Incorporated, a Texas corporation, is executed on behalf of each corporation by an authorized officer.

Signed April 22, 2005.

Accurate Control Company, Inc.
a Florida corporation

By: 
Manuel A. Haro, President

Accurate Control Company Incorporated
a Texas corporation

By: 
Manuel A. Haro, President

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