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Florida Department of State  
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MERGER OR SHARE EXCHANGE

AVID Engineering, Inc.

Certificate of Status	0
Certified Copy	1
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104-34465  
106-20345

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MAY 23 2008

EXAMINER

Fax Audit No. H08000135761 3

**CERTIFICATE OF MERGER  
OF  
AVID SURVEYING, LLC  
AND  
AVID ORLANDO SURVEYING, LLC  
WITH AND INTO  
AVID ENGINEERING, INC.**

The following Certificate of Merger is submitted to merge the following Florida limited liability companies in accordance with Section 608.4382, Florida Statutes.

**FIRST:** The exact name, entity type, and jurisdiction of the merging parties are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AVID Surveying, LLC 2300 Curlew Road, Suite 100 Palm Harbor, FL 34683	Florida	Limited Liability Company

Florida Document  
Registration Number: L04000034465

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AVID Orlando Surveying, LLC 2300 Curlew Road, Suite 100 Palm Harbor, FL 34683	Florida	Limited Liability Company

Florida Document  
Registration Number: L06000020345

**SECOND:** The exact name, entity type, and jurisdiction of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AVID Engineering, Inc. 2300 Curlew Road, Suite 100 Palm Harbor, FL 34683	Florida	Corporation

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**THIRD:** The attached plan of merger set forth on Exhibit A hereto was approved by the domestic corporation and each limited liability company that are a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the State of Florida.

**FIFTH:** The merger shall become effective as of the date this Certificate of Merger is filed with the Florida Department of State.

**SIXTH:** The Certificate of Merger complies with and was executed in accordance with the laws of the applicable laws of the State of Florida.

[Signature Page Follows]

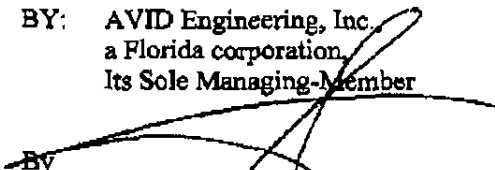
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IN WITNESS WHEREOF, the undersigned, constituting the duly authorized officers of the merging parties and the surviving party, have executed this Certificate of Merger on behalf of each party.

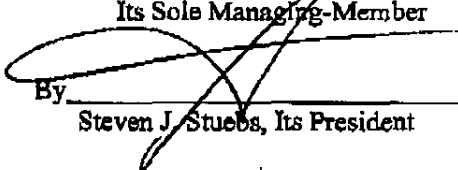
**AVID SURVEYING, LLC,**  
a Florida limited liability company

BY: AVID Engineering, Inc.,  
a Florida corporation,  
Its Sole Managing-Member

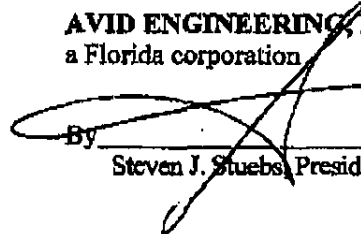
By   
Steven J. Stuebs, Its President

**AVID ORLANDO SURVEYING, LLC**  
a Florida limited liability company

BY: AVID Engineering, Inc.,  
a Florida corporation,  
Its Sole Managing-Member

By   
Steven J. Stuebs, Its President

**AVID ENGINEERING, INC.,**  
a Florida corporation

By   
Steven J. Stuebs, President

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**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan of Merger") is entered into this \_\_\_\_ day of May, 2008, by and between AVID Surveying, LLC and AVID Orlando Surveying, LLC, each a Florida limited liability company (collectively, the "Merged Entity"), and AVID Engineering, Inc., a Florida corporation ("Surviving Party"), for the purposes of merging on the Effective Date (as defined below) the Merging Party with and into the Surviving Party in accordance with the Florida Limited Liability Company Act, and the following agreements, terms and provisions set forth herein (the "Merger").

**FIRST:** The exact name, entity type, and jurisdiction of the merging parties are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AVID Surveying, LLC 2300 Curlew Road, Suite 100 Palm Harbor, FL 34683	Florida	Limited Liability Company

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<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AVID Orlando Surveying, LLC 2300 Curlew Road, Suite 100 Palm Harbor, FL 34683	Florida	Limited Liability Company

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Registration Number: L06000020345

**SECOND:** The exact name, entity type, and jurisdiction of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AVID Engineering, Inc. 2300 Curlew Road, Suite 100 Palm Harbor, FL 34683	Florida	Corporation

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**THIRD:** On the Effective Date (as defined below) the separate existence of the Merged Entity shall cease and the Surviving Party shall be the surviving entity. Surviving Entity shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merged Entity, and all property, real, personal and mixed, and all debts due to the Merged Entity on whatever account, and all other things belonging to the Merged Entity shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the Merged Entity, and the title to any real estate vested by deed or otherwise, under the laws of the state of Florida or any other jurisdiction, in the Merged Entity shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merged Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Merged Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting member of the Merged Entity or the member of the Surviving Entity, may, in the name of the Merged Entity, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of the Merged Entity's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger.

**FOURTH:** (A) The manner and basis of converting the membership interests of the Merged Entity, and the nature and amount of securities of the Surviving Entity, which the holders of the membership interests of the Merged Entity are to receive in exchange for such membership interest are as follows:

1. AVID Surveying, LLC and AVID Orlando Surveying, LLC. Each unit of membership interest of the Merged Entity issued and outstanding immediately prior to the Effective Date shall, without any action on the part of the holders thereof, be cancelled and extinguished and shall cease to exist.
2. AVID Engineering, Inc. Each share of the Surviving Entity issued and outstanding on the Effective Date and all rights in respect thereof, by virtue of the merger and without any action on the part of the holder, remain outstanding as one share of capital stock.

(B) There are no rights to acquire membership interests in the Merged Entity or shares of capital stock in the Surviving Entity.

**FIFTH:** (A) Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be AVID Engineering, Inc.

(B) Articles of Incorporation. The Articles of Incorporation of AVID Engineering, Inc., as in effect on the date hereof, shall from and after the Effective Date be, and

Fax Audit No. H08000135761 3

continue to be, the Articles of Incorporation of the Surviving Entity until changed or amended as provided by the Florida Limited Liability Company Act.

(C) Bylaws. The Bylaws of the Surviving Entity, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Entity until changed or amended as provided by the Florida Limited Liability Company Act.

SIXTH: Effective Date. The Effective Date of the merger shall be May \_\_\_\_\_, 2008.

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AVID Engineering-Plan Of Merger.DOC [Compatibility Mode]

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IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

**AVID SURVEYING, LLC,**  
a Florida limited liability company

BY: **AVID Engineering, Inc.,**  
a Florida corporation,  
Its Sole Managing-Member

By \_\_\_\_\_  
Steven J. Stuebs, Its President

**AVID ORLANDO SURVEYING, LLC,**  
a Florida limited liability company

BY: **AVID Engineering, Inc.,**  
a Florida corporation,  
Its Sole Managing-Member

By \_\_\_\_\_  
Steven J. Stuebs, Its President

**AVID ENGINEERING, INC.,**  
a Florida corporation

By \_\_\_\_\_  
Steven J. Stuebs, President

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