

599681

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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RE-SUBMIT

From: Account Name : C T CORE...
Account Number : FCA00000124
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Please retain original filing date of submission *7/28*

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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EFFECTIVE DATE

July 30, 10
Merger
@ 7/29/10

MERGER OR SHARE EXCHANGE
MASA Ventures, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	19
Estimated Charge	\$70.00



July 28, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AMEC GIS, INC.
2020 WINSTON PARK DRIVE
SUITE 700
OAKVILLE, ON L6H 6-K7CA

SUBJECT: AMEC GIS, INC.
REF: S99681

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

YOU FAILED TO INCLUDE THE ARTICLES OF MERGER AND THE PLAN OF MERGER CAN NOT BE REFERRED TO AS AN ATTACHED EXHIBIT.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H10000171108
Letter Number: 610A00018268

RECEIVED

2810 JUL 29 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

July 30, 2010

ARTICLES OF MERGER OF AMEC GIS, INC.
WITH AND INTO MASA VENTURES, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby certifies to the following information relating to the merger (the "Merger") of AMEC GIS, Inc., a Florida corporation ("GIS"), with and into MASA Ventures, Inc., a Colorado corporation ("MASA"), pursuant to the Agreement and Plan of Merger, by and between GIS and MASA, dated as of July 19th, 2010 (the "Merger Agreement").

(1) The name and state of incorporation of each of the constituent entities are:

- (a) AMEC GIS, Inc., a Florida corporation; and
- (b) MASA Ventures, Inc., a Colorado corporation.

(2) The Merger Agreement, as set forth on Exhibit A attached hereto, was approved, adopted, certified, acknowledged and executed by the board of directors of GIS on July 19, 2010 and by the board of directors of MASA on July 19, 2010.

(3) The Merger Agreement was duly approved by the sole stockholder of GIS on July 19, 2010, in the manner required by the FBCA and the articles of incorporation of GIS, and by the sole stockholder of MASA on July 19, 2010, in the manner required by the Colorado Business Corporation Act (the "CBCA"), the Colorado Corporations and Associations Act (the "CCAA") and the articles of incorporation of MASA.

(4) The name of the surviving corporation is MASA Ventures, Inc., which will continue its existence as said surviving corporation (the "Surviving Corporation"), under its present name upon the effective time and date of the Merger pursuant to the provisions of the CBCA, the CCAA and the Merger Agreement.

(5) The Merger shall be effective as of 11:59 p.m. Eastern Standard Time on July 30, 2010.

(6) The Articles of Incorporation of MASA shall be the Articles of Incorporation of the Surviving Corporation.

(7) The executed Merger Agreement is on file at the principal place of business of MASA at 2020 Winston Park Drive, Suite 700, Oakville, Ontario, Canada, L6H 6X7.

(8) A copy of the Merger Agreement will be furnished by MASA, on request and without cost, to any stockholder of any of the constituent entities.

IN WITNESS WHEREOF, MASA has caused this certificate to be signed by its authorized officer on the 19th day of July, 2010.

MASA VENTURES, INC.

By: 
Name: Gregory R. Oerish
Title: Assistant Corporate Secretary

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TALLAHASSEE, FLORIDA
10 JUL 28 PM 1:32

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

[See attached]

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 19th day of July, 2010, by and between MASA VENTURES, INC., a Colorado corporation ("MASA") and AMEC GIS, INC., a Florida corporation ("GIS"). MASA and GIS are hereinafter sometimes referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the respective Boards of Directors and stockholders of the Constituent Corporations deem it desirable and in the best interests of their respective corporations that GIS be merged with and into MASA, as further and more specifically provided herein.

NOW, THEREFORE, the Constituent Corporations do hereby adopt this Agreement and Plan of Merger and do hereby agree as follows:

1. **Merger.** At the Effective Time of the Merger (as hereinafter defined), GIS shall be merged with and into MASA in a statutory merger (the "Merger") to be consummated pursuant to and on the terms and conditions set forth in this Agreement and Plan of Merger and in accordance with the laws of the States of Florida and Colorado. MASA shall be the surviving corporation of the Merger (the "Surviving Corporation"), and shall continue its corporate existence as a corporation governed by the laws of the State of Colorado.

2. **Effective Time of the Merger.** The time when the Merger shall become effective (the "Effective Time of the Merger") shall be at 11:59 p.m., Eastern Standard Time, on July 30, 2010.

3. **Articles of Incorporation and Bylaws:**

- (a) **Articles of Incorporation.** From and after the Effective Time of the Merger, the Articles of Incorporation of MASA, as in effect immediately prior to the Effective Time of the Merger shall be the Articles of Incorporation of the Surviving Corporation, subject to the right of the Surviving Corporation to subsequently amend its Articles of Incorporation in accordance with such Articles of Incorporation, the Colorado Business Corporation Act (the "CBCA") and the Colorado Corporations and Associations Act (the "CCAA").
- (b) **Bylaws.** From and after the Effective Time of the Merger, the Bylaws of MASA, as in effect immediately prior to the Effective Time of the Merger, shall be the Bylaws of the Surviving Corporation, until changed or amended as provided therein.

4. **Directors and Officers:**

- (a) **Directors.** From and after the Effective Time of the Merger, the directors of the Surviving Corporation shall be those individuals who were directors of MASA immediately prior to the Effective Time of the Merger, each of whom shall continue to hold office subject to the provisions of the CBCA, the CCAA and the Articles of Incorporation and Bylaws of the Surviving Corporation.

- (b) **Officers.** From and after the Effective Time of the Merger, the officers of the Surviving Corporation shall be those individuals who were officers of MASA immediately prior to the Effective Time of the Merger in their respective capacities as such, each of whom shall continue to hold office subject to the provisions of the CBCA, the CCAA and the Bylaws of the Surviving Corporation.

5. **Cancellation of Shares; No Further Transfer.**

- (a) **Cancellation of Shares.** The effect of the Merger on the shares of the capital stock of GIS issued and outstanding immediately prior to the Effective Time of the Merger shall be as follows: each and every share of capital stock of GIS shall be cancelled, and no payment shall be made in respect thereof.
- (b) **No Further Transfers.** Upon and after the Effective Time of the Merger, no transfer of shares of capital stock of GIS issued and outstanding immediately prior to the Effective Time of the Merger shall be made on the stock transfer books of the Surviving Corporation.

6. **Effects of the Merger.** At the Effective Time of the Merger:

- (a) the Constituent Corporations shall be merged into a single corporation, which shall be the Surviving Corporation;
- (b) the separate existence of GIS shall cease;
- (c) the Surviving Corporation shall have all of the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the CBCA and the CCAA;
- (d) the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Corporations;
- (e) all property, real, personal and mixed, and all debt due on whatever account, and all other choses in action, all other effects under the Florida Business Corporation Act, the CBCA and the CCAA, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed;
- (f) title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger;
- (g) the Surviving Corporation shall be responsible and liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations;
- (h) any claim existing or action or proceeding, civil or criminal, pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place or the Surviving Corporation may be substituted in its place, and any judgment rendered against either of the Constituent Corporations may be enforced against the Surviving Corporation; and

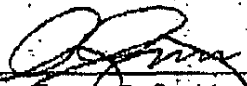
- (i) neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

7. Other Provisions with Respect to the Merger.

- (a) The Constituent Corporations shall cause all required documents to be executed, verified, filed and recorded and all required acts to be done in order to accomplish the Merger in accordance with the applicable provisions of the CBCA and the CCAA.
- (b) This Agreement and Plan of Merger may be abandoned at any time prior to the Effective Time of the Merger by mutual consent of each of the Constituent Corporations, expressed by action of their respective Board of Directors.
- (c) The Constituent Corporations, by mutual consent of their respective Boards of Directors and to the extent permitted by law, may amend, modify, supplement and interpret this Agreement and Plan of Merger in such manner as may be mutually agreed upon by them in writing.
- (d) If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to any property or rights of either Constituent Corporation acquired or to be acquired by or as a result of the Merger, the proper officers and directors of the Surviving Corporation shall be and they hereby are, severally and fully authorized to execute and deliver such deeds, assignments and assurances in law and to take such other action as may be necessary or proper in the name of the Surviving Corporation to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purpose of this Agreement and Plan of Merger.

IN WITNESS WHEREOF, each of MASA and GIS has caused this Merger Agreement to be signed by its respective authorized officer, all on the date first written above.

MASA VENTURES, INC.

By: 
Name: Gregory R. Gerrish
Title: Assistant Corporate Secretary

AMEC GIS, INC.

By: 
Name: Gregory R. Gerrish
Title: Assistant Corporate Secretary

**UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS OF
MASA VENTURES, INC.**

July 19, 2010

We, the undersigned, being all of the directors of MASA Ventures, Inc., a Colorado corporation (the "Company"), do hereby, pursuant to Section 7-108-202 of the Colorado Business Corporation Act (the "CBCA"), vote for, adopt, approve and consent to the following resolutions and the actions contemplated hereby, it being our understanding and intention that the execution of this written consent is in lieu of the holding of a special meeting of the Board of Directors of the Company. All of such resolutions shall become effective simultaneously upon the execution of this consent.

WHEREAS, it has been proposed that AMEC GIS, Inc ("GIS"), a Florida corporation, be merged with and into the Company, with the Company surviving and continuing (the "Merger"); and

WHEREAS, the Company and GIS intend to enter into the Agreement and Plan of Merger (the "Plan"), in the form of the attached Exhibit A; and

WHEREAS, after careful consideration by the Board of Directors, the conclusion has been reached that the Merger is in the best interests of the Company.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors in its best business judgment deems it advisable and in the best interests of the Company that GIS merge with and into the Company;

FURTHER RESOLVED, that the Board of Directors hereby approves the Merger, upon the terms and provisions and subject to the conditions set forth in the Plan;

FURTHER RESOLVED, that the form of and all the terms, provisions and conditions contained in the Plan are hereby approved in all respects, and the proper officers of the Company be, and each of them hereby is individually, authorized, empowered and directed to execute, deliver and file the Plan, in such form and with such amendments, revisions, and restatements as such officers shall, in their sole discretion, deem necessary or advisable;

FURTHER RESOLVED, that the proper officers of the Company be, and each of them hereby is individually, authorized, empowered and directed, in the name and on behalf of the Company, to take or cause to be taken all such further action and to execute and deliver all such further agreements, certificates and other instruments and documents of every character as such officers deem necessary, advisable or appropriate to carry out and consummate the Merger in accordance with the Plan as finally executed, delivered and amended in accordance with these resolutions and the CBCA, including a certificate of merger, and any other transactions contemplated by the Plan; and

FURTHER RESOLVED, that all actions of the officers of the Company heretofore taken in connection with the matters described in the foregoing resolutions are hereby approved, ratified and confirmed.

[Signature page follows]

THIS DOCUMENT may be executed in any number of counterparts, each of which shall for all purposes be deemed an original, and all such counterparts together shall constitute one and the same document. Execution of a counterpart by all the directors shall effect adoption of the resolutions set forth above to be effective as of the date first set forth above.


Philip D. Barnes

Simon Naylor

Timothy P. Gelbar

THIS DOCUMENT may be executed in any number of counterparts, each of which shall for all purposes be deemed an original, and all such counterparts together shall constitute one and the same document. Execution of a counterpart by all the directors shall effect adoption of the resolutions set forth above to be effective as of the date first set forth above.

Philip D. Barnes



Simon Naylor

Timothy P. Gelbar

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Philip D. Barnes

Simon Noyak



Timothy P. Gelber

**UNANIMOUS WRITTEN CONSENT
OF
THE SOLE STOCKHOLDER OF
MASA VENTURES, INC.**

July 19, 2010

The undersigned, being the sole stockholder of MASA Ventures, Inc., a Colorado corporation (the "Company"), hereby waives any and all requirements for calling, giving notice of and holding a special meeting of the stockholders of the Company and, in lieu of such meeting hereby consents to the adoption of the following resolutions:

WHEREAS, it has been proposed that AMEC GIS, Inc ("GIS"), a Florida corporation, be merged with and into the Company; with the Company surviving and continuing (the "Merger");

WHEREAS, the Board of Directors of the Company has adopted resolutions approving that certain Agreement and Plan of Merger (the "Plan"), by and between GIS and the Company, a form of which is attached hereto as Exhibit A; and

WHEREAS, after careful consideration by the sole stockholder, it has been determined that the Merger is in the best interests of the Company.

NOW, THEREFORE, BE IT RESOLVED, that the sole stockholder hereby approves the Merger, substantially upon the terms and provisions and subject to the conditions set forth in the Plan; and

FURTHER RESOLVED, that the form of and all of the effects and conditions of the Merger as set forth in the Plan are hereby approved and adopted in all respects.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date first set forth above.

NATIONAL VENTURES, INC.

By: 

Name: Gregory R. Gerrish

Title: Assistant Corporate Secretary

**UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS OF
AMEC GIS, INC.**

July 19, 2010

We, the undersigned, being all of the directors of AMEC GIS, INC., a Florida corporation (the "Company"), do hereby, pursuant to Section 607.0821 of the Florida Business Corporation Act (the "FBCA"), vote for, adopt, approve and consent to the following resolutions and the actions contemplated hereby, it being our understanding and intention that the execution of this written consent is in lieu of the holding of a special meeting of the Board of Directors of the Company. All of such resolutions shall become effective simultaneously upon the execution of this consent.

WHEREAS, it has been proposed that the Company be merged with and into MASA Ventures, Inc. ("MASA"), with MASA surviving and continuing (the "Merger"); and

WHEREAS, the Company and MASA intend to enter into the Agreement and Plan of Merger (the "Plan"), in the form of the attached Exhibit A; and

WHEREAS, after careful consideration by the Board of Directors, the conclusion has been reached that the Merger is in the best interests of the Company.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors in its best business judgment deems it advisable and in the best interests of the Company that the Company merge with and into MASA;

FURTHER RESOLVED, that the Board of Directors hereby approves the Merger, upon the terms and provisions and subject to the conditions set forth in the Plan;

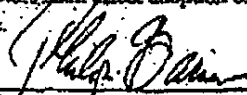
FURTHER RESOLVED, that the form of and all the terms, provisions and conditions contained in the Plan are hereby approved in all respects, and the proper officers of the Company be, and each of them hereby is individually, authorized, empowered and directed to execute, deliver and file the Plan, in such form and with such amendments, revisions, and restatements as such officers shall, in their sole discretion, deem necessary or advisable;

FURTHER RESOLVED, that the proper officers of the Company be, and each of them hereby is individually, authorized, empowered and directed, in the name and on behalf of the Company, to take or cause to be taken all such further action and to execute and deliver all such further agreements, certificates and other instruments and documents of every character as such officers deem necessary, advisable or appropriate to carry out and consummate the Merger in accordance with the Plan as finally executed, delivered and amended in accordance with these resolutions and the FBCA, including a certificate of merger, and any other transactions contemplated by the Plan; and

FURTHER RESOLVED, that all actions of the officers of the Company heretofore taken in connection with the matters described in the foregoing resolutions are hereby approved, ratified and confirmed.

[Signature page follows]

THIS DOCUMENT may be executed in any number of counterparts, each of which shall for all purposes be deemed an original, and all such counterparts together shall constitute one and the same document. Execution of a counterpart by all the directors shall effect adoption of the resolutions set forth above to be effective as of the date first written above.


Philip D. Baruch

Simon Naylor

Timothy P. Gelbar

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Philip D. Burns



Simon Naylor

Timothy P. Gelbar

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Philip D. Barnes

Simon Naylor



Timothy P. Gebar

**UNANIMOUS WRITTEN CONSENT
OF
THE SOLE STOCKHOLDER OF
AMEC GIS, INC.**

July 19, 2010

The undersigned, being the sole stockholder of AMEC GIS, Inc., a Florida corporation (the "Company"), hereby waives any and all requirements for calling, giving notice of and holding a special meeting of the stockholders of the Company and, in lieu of such meeting hereby consents to the adoption of the following resolutions:

WHEREAS, it has been proposed that the Company be merged with and into MASA Ventures, Inc. ("MASA"), with MASA surviving and continuing (the "Merger");

WHEREAS, the Board of Directors of the Company has adopted resolutions approving that certain Agreement and Plan of Merger (the "Plan"), by and between the Company and MASA, a form of which is attached hereto as Exhibit A; and

WHEREAS, after careful consideration by the sole stockholder, it has been determined that the Merger is in the best interests of the Company.

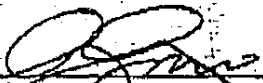
NOW, THEREFORE, BE IT RESOLVED, that the sole stockholder hereby approves the Merger, substantially upon the terms and provisions and subject to the conditions set forth in the Plan; and

FURTHER RESOLVED, that the form of and all of the effects and conditions of the Merger as set forth in the Plan are hereby approved and adopted in all respects.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date first written above:

NATIONAL VENTURES, INC.

By: 
Name: Gregory R. Gerrish
Title: Assistant Corporate Secretary