

V01715

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MERGER OR SHARE EXCHANGE

NATIONAL VENTURES, INC.

Certificate of Status	0
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December 12, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

NATIONAL VENTURES, INC.
2020 WINSTON PARK DRIVE
SUITE 700
OAKVILLE, ON L6H 6-X7CA

SUBJECT: NATIONAL VENTURES, INC.
REF: V01715

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

Please entitle your document Articles of Merger.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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

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Teresa Brown
Regulatory Specialist II

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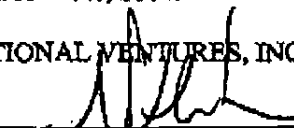
**ARTICLES OF MERGER OF AMEC D.S., INC.
WITH AND INTO NATIONAL VENTURES, INC.**

NATIONAL VENTURES, INC. hereby certifies that:

- (1) The name and state of incorporation of each of the constituent entities are:
 - (a) National Ventures, Inc., a Florida corporation; and
 - (b) AMEC D.S., Inc., a California corporation.
- (2) An Agreement and Plan of Merger was approved, adopted, certified, acknowledged and executed by the board of directors of National Ventures, Inc. on December 2, 2008 and by the board of directors of AMEC D.S., Inc. on December 2, 2008.
- (3) The name of the surviving corporation is National Ventures, Inc.
- (4) The merger shall be effective as of 11:59 p.m. Eastern Standard Time on December 12, 2008.
- (5) The Articles of Incorporation of National Ventures, Inc. shall be the Articles of Incorporation of the surviving corporation.
- (6) The executed Agreement and Plan of Merger is on file at the principal place of business of National Ventures, Inc. at 1979 Lakeside Parkway, Suite 500, Tucker, Georgia 30084.
- (7) A copy of the Agreement and Plan of Merger will be furnished by National Ventures, Inc., on request and without cost, to any stockholder of any of the constituent entities.

IN WITNESS WHEREOF, National Ventures, Inc. has caused this certificate to be signed by its authorized officer on the 2nd day of December, 2008.

NATIONAL VENTURES, INC.

By: 
Nicholas Vlastaris, Vice President, Tax Operations

By: 
Gregory R. Gerrish, Assistant Corporate Secretary

AMEC D.S., INC.

By: 
Nicholas Vlastaris, Vice President, Tax Operations

By: 
Gregory R. Gerrish, Assistant Corporate Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 2nd day of December, 2008, by and between AMEC D.S., INC., a California corporation ("Subsidiary") and NATIONAL VENTURES, INC., a Florida corporation ("Parent"). Parent and Subsidiary are hereinafter sometimes referred to collectively as the "Constituent Corporations."

WITNESSETH:

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

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of their respective corporations and shareholders that Subsidiary be merged with and into Parent, 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), Subsidiary shall be merged with and into Parent 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 California. Parent 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 Florida.

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 December 12, 2008.

3) Articles of Incorporation and Bylaws.

a) Articles of Incorporation. From and after the Effective Time of the Merger, the Articles of Incorporation of Parent, 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 and the Florida Business Corporation Act (the "Act").

b) Bylaws. From and after the Effective Time of the Merger, the Bylaws of Parent, 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 Parent immediately prior to the Effective Time of the Merger, each of whom shall continue to hold office subject to the provisions of the Act 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 Parent 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 Act 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 Subsidiary issued and outstanding immediately prior to the Effective Time of the Merger shall be as follows: each and every share of common stock, preferred stock or other securities of Subsidiary 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 Subsidiary 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:

i) the Constituent Corporations shall be merged into a single corporation, which shall be the Surviving Corporation;

ii) the separate existence of Subsidiary shall cease;

iii) 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 Act;

iv) 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;

v) all property, real, personal and mixed, and all debt due on whatever account, and all other choses in action, 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;

vi) 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;

vii) the Surviving Corporation shall be responsible and liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations;

viii) 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

ix) 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 Act.

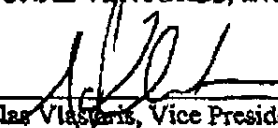
b) This Agreement and Plan of Merger may be abandoned at any time prior to the Effective Time of the Merger by mutual consent of each of the Constituent Corporations, expressed by action of their respective Boards of Directors.

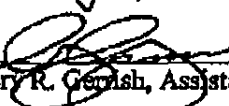
c) The Constituent Corporations, by mutual consent of their respective Boards of Directors and to the extent permitted by law, may amend, modify, supplement and interpret this Agreement and Plan of Merger in such manner as may be mutually agreed upon by them in writing.

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 Parent and Subsidiary has caused this Merger Agreement to be signed by its respective authorized officer pursuant to authorization contained in resolutions adopted by its respective Board of Directors approving this Merger Agreement, all on the date first above written.

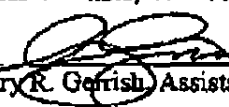
NATIONAL VENTURES, INC.

By: 
Nicholas Vlastakis, Vice President, Tax Operations

By: 
Gregory R. Gerish, Assistant Corporate Secretary

AMEC D.S., INC.

By: 
Nicholas Vlastakis, Vice President, Tax Operations

By: 
Gregory R. Gerish, Assistant Corporate Secretary

CERTIFICATE OF OWNERSHIP

Nicholas Vlastaris and Gregory R. Gerrish certify that:

1. They are the Vice President, Tax Operations, and the Assistant Corporate Secretary, respectively, of National Ventures, Inc., a Florida corporation.

2. This corporation owns 100% of the outstanding shares of AMEC D.S., Inc., a California corporation.

3. The board of directors of this corporation duly adopted the following resolution:

"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, and that the Company merge AMEC D.S., Inc., its wholly owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110, California Corporations Code."

We further declare that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 2, 2008



Nicholas Vlastaris,
Vice President, Tax Operations



Gregory R. Gerrish,
Assistant Corporate Secretary