

Florida Department of State
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
CORESLAB STRUCTURES (MIAMI) INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2016 JUN 27 A. 9:05.

FILED

Merger
3007 82 MPT
T. LEMIEUX

FILED

ARTICLES OF MERGER
(Profit Corporations)

2016 JUL 27 A 9:05

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CGRESLAB STRUCTURES (MIAMI) INC.	FLORIDA	V12113

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SOLAR ERECTORS U.S. INC.	FLORIDA	P04000001352

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 07 / 01 / 2016 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on JULY 1, 2016.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on JULY 1, 2016.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

MARIO FRANCIOSA, PRESIDENT

MARIO FRANCIOSA, PRESIDENT

PLAN OF MERGER

This Plan of Merger, hereinafter referred to as the "Plan", is for the purpose of effecting the merger of SOLAR ERECTORS U.S. INC., a Florida corporation ("Merged Corporation"), into CORESLAB STRUCTURES (MIAMI) INC., a Florida corporation ("Surviving Corporation"), in accordance with the provisions of Section 368(a)(1)(A) of the Internal Revenue Code, as amended, and the regulations promulgated thereunder.

1. The respective Boards of Directors of Merged Corporation and Surviving Corporation believe it is advisable and in the best interests of such corporations that Merged Corporation be merged into Surviving Corporation, which shall be the surviving corporation after the merger.

2. The Boards of Directors of Merged Corporation and Surviving Corporation desire to effect a statutory merger in such a manner as to have such merger qualify as a tax free reorganization under the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. In order to accomplish this reorganization, the Board of Directors of Merged Corporation and Surviving Corporation shall proceed as follows:

A. The Board of Directors and sole Shareholder of each corporation shall by resolution approve this Plan of Merger.

B. Upon the completion of the Merger, the stock certificates representing all of the issued and outstanding capital stock of Merged Corporation shall be canceled;

C. The Officers and Directors of Merged Corporation shall transfer or cause to be transferred to Surviving Corporation all of the assets, property, real, personal and mixed, tangible and intangible, business and goodwill of Merged Corporation and for that purpose shall execute any and all instruments, deeds, assignments, bills of sale and other documents of title necessary therefor;

D. The Surviving Corporation shall assume and in all respects be and remain fully responsible for all of the debts, obligations and liabilities of Merged Corporation existing as of the date hereof or which may arise from or in any way be connected with the prior activities and business of Merged Corporation, and the Officers or Directors of Surviving Corporation shall execute any and all instruments, acceptances, acknowledgments or agreements necessary therefor;

E. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the Surviving Corporation or any other corporation, or in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the Survivor Corporation or any other corporation or, in whole or in part, into cash or other property are as follows: the sole Shareholder of the Merged Entity shall continue as the sole Shareholder of Surviving Corporation; and

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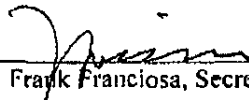
F. The Officers and Directors of Merged Corporation and Surviving Corporation shall take all action and execute all documents necessary to comply with all of the provisions of Florida and Florida law relative to this merger.

3. As a result of this merger, there are no amendments to the Articles of Incorporation of **CORESLAB STRUCTURES (MIAMI) INC.**, a Florida corporation.

The undersigned Secretary of Merged Corporation hereby certifies that the foregoing Plan of Merger of Merged Corporation and Surviving Corporation was adopted by the Board of Directors of Merged Corporation on JULY 1, 2016.

SOLAR ERECTORS U.S. INC., a Florida corporation

By


Frank Franciosa, Secretary

The undersigned Secretary of Surviving Corporation hereby certifies that the foregoing Plan of Merger of Merged Corporation and Surviving Corporation was adopted by the Board of Directors of Surviving Corporation on JULY 1, 2016.

CORESLAB STRUCTURES (MIAMI) INC., a Florida corporation

By


Frank Franciosa, Secretary