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Shelby Cnty Judge of Probate, AL
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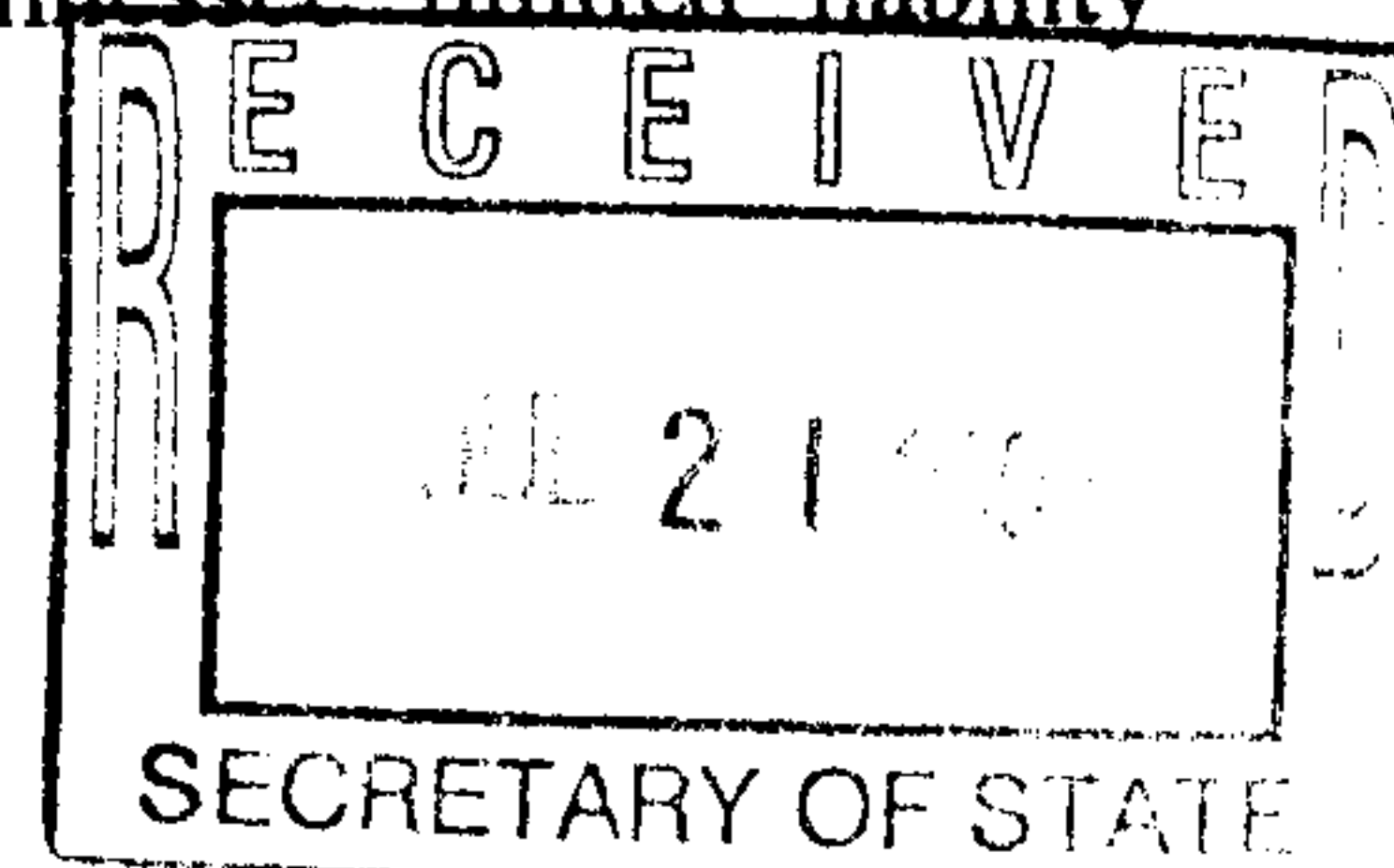
This Instrument Prepared By:
Michael D. Tucker, Attorney at Law
Baker, Donelson, Bearman, Caldwell & Berkowitz
A Professional Corporation
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203
SECRETARY OF STATE

CERTIFICATE OF MERGER
MERGING
GALLET & ASSOCIATES GULF COAST, INC.,
A FLORIDA CORPORATION,
GALLET & ASSOCIATES OF GEORGIA, INC.,
A GEORGIA CORPORATION,
GALLET & ASSOCIATES OF MISSISSIPPI, LLC,
AN ALABAMA LIMITED LIABILITY COMPANY
AND
TRI-STATE GEOSCIENCES, LLC,
A TENNESSEE LIMITED LIABILITY COMPANY,
WITH AND INTO
GALLET & ASSOCIATES, INC.,
AN ALABAMA CORPORATION

TO THE SECRETARY OF STATE OF THE
STATE OF ALABAMA
STATE OF FLORIDA
STATE OF GEORGIA
STATE OF TENNESSEE

Pursuant to the provisions of § 10-15-4 of the Alabama Business Entities Conversion and Merger Act, §607-1104 of the Florida Business Corporation Act, §14-2-1101 of the Georgia Business Corporation Code, §10-12-54 of the Alabama Limited Liability Company Act and §48-244-103 of the Tennessee Limited Liability Company Act, Gallet & Associates, Inc., an Alabama corporation, Gallet & Associates Gulf Coast, Inc., a Florida corporation, Gallet & Associates of Georgia, Inc., a Georgia corporation, Gallet & Associates of Mississippi, LLC, an Alabama limited liability company and Tri-State Geosciences, LLC, a Tennessee limited liability company, adopt this Certificate of Merger as of July 1, 2009.

1. NAME, JURISDICTION AND DATE OF FORMATION OF CONSTITUENT COMPANIES. Gallet & Associates, Inc., an Alabama corporation ("**Gallet**"), was formed on May 23, 1989 under the laws of the State of Alabama by filing Articles of Incorporation with the Office of the Judge of Probate of Shelby County, Alabama. Gallet & Associates Gulf Coast, Inc., a Florida corporation ("**Florida**"), was formed on December 2, 1998, under the laws of the State of Florida by filing Articles of Incorporation with the Secretary of State of the State of Florida. Gallet & Associates of Georgia, Inc., a Georgia corporation ("**Georgia**"), was formed on June 29, 1995, under the laws of the State of Georgia by filing Articles of Incorporation with the Secretary of State of the State of Georgia. Gallet & Associates of Mississippi, LLC., an Alabama limited liability company ("**Mississippi**"), was formed on July 26, 2006, under the laws of the State of Alabama by filing Articles of Organization with the Office of the Judge of Probate of Jefferson County, Alabama. Tri-State Geosciences, LLC, a Tennessee limited liability



company ("Tennessee"), was formed on August 2, 2007, under the laws of the State of Tennessee by filing Articles of Organization with the Secretary of State of the State of Tennessee. Florida, Georgia, Mississippi, Tennessee and Gallet shall be referred to collectively as the "**Constituent Companies**").

2. **SURVIVING ENTITY.** Gallet shall be the surviving entity of the merger (the "**Surviving Entity**"), shall continue to be an Alabama corporation and shall continue to be governed by the laws of the State of Alabama. The Articles of Incorporation of the Surviving Entity shall be its articles of incorporation.

3. **PRINCIPAL OFFICE ADDRESS OF SURVIVING ENTITY.** The street address of the principal office of the Surviving Entity is:

Gallet & Associates, Inc.
110 12th Street North
Birmingham, Alabama 35203

4. **AGREEMENT AND PLAN OF MERGER.** An Agreement and Plan of Merger has been adopted, approved, certified and executed by the Constituent Companies in accordance with § 10-15-4 of the Alabama Business Entities Conversion and Merger Act, §10-12-54 of the Alabama Limited Liability Company Act, §607-1108 of the Florida Business Corporation Act, §14-2-1101 of the Georgia Business Corporation Code, and §48-244-101 of the Tennessee Limited Liability Company Act. The Agreement and Plan of Merger is on file at the following place of business of the Surviving Entity: 110 12th Street North, Birmingham, Alabama 35203. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any shareholder or member (as the case may be) of any business entity which is a party to the merger.

5. **APPOINTING SECRETARY OF STATE AS AGENT.** The Surviving Entity hereby appoints the Secretaries of State of the States of Florida, Georgia and Tennessee as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic business entity which is a party to the merger.

6. **PAYMENT TO DISSENTING SHAREHOLDERS.** The Surviving Entity has agreed to promptly pay to the dissenting shareholders of any corporate entity which is a party to the merger the amount, if any, to which they are entitled under §607-1302 of the Florida Business Corporation Act.

7. **APPROVAL OF MERGER.** The merger was duly approved by the shareholders of the Florida and Georgia Constituent Companies.

~ Signatures on following page ~

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed as of the day and year first above written.

GALLET & ASSOCIATES, INC.

By: Sandra L. Gallet
Sandra L. Gallet, President

GALLET & ASSOCIATES GULF COAST, INC.

By: Alain J. Gallet
Alain J. Gallet, President

GALLET & ASSOCIATES OF GEORGIA, INC.

By: _____
Jon Sheng, President

GALLET & ASSOCIATES OF MISSISSIPPI, LLC

By: GALLET & ASSOCIATES, INC.
Its: Sole Member

Sandra L. Gallet
Sandra L. Gallet, President

TRI-STATE GEOSCIENCES, LLC

By: GALLET & ASSOCIATES, INC.
Its: Sole Member

Sandra L. Gallet
Sandra L. Gallet, President

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Sandra L. Gallet, President

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Alain J. Gallet, President

GALLET & ASSOCIATES OF GEORGIA, INC.

By: Jon Sheng
Jon Sheng, President

GALLET & ASSOCIATES OF MISSISSIPPI, LLC

By: GALLET & ASSOCIATES, INC.
Its: Sole Member

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By: GALLET & ASSOCIATES, INC.
Its: Sole Member

Sandra L. Gallet
Sandra L. Gallet, President



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Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office

on July 21, 2009

DATE July 21, 2009

Beth Chapman
Secretary of State



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