

176676

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MERGER OR SHARE EXCHANGE

MCCREE, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MCCREE ARCHITECTS AND ENGINEERS, INC., a Florida corporation,
document number S35129

INTO

MCCREE, INC., a Florida entity, 176676

File date: December 28, 2000, effective December 31, 2000

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER OF
McCREE ARCHITECTS AND ENGINEERS, INC., A FLORIDA CORPORATION,
WITH AND INTO
McCREE, INC., A FLORIDA CORPORATION**

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EFFECTIVE DATE
12-31-00

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of McCree Architects and Engineers, Inc., a Florida corporation ("McCree A&E"), with and into McCree, Inc., a Florida corporation ("McCree"), with McCree being the surviving corporation, is set forth below:

**"PLAN OF MERGER
OF McCREE ARCHITECTS AND ENGINEERS, INC.
WITH AND INTO McCREE, INC.**

1. McCree Architects and Engineers, Inc., a Florida corporation ("McCree A&E"), shall merge with and into McCree, Inc., a Florida corporation ("McCree"), with McCree as the surviving corporation.

2. Upon the consummation of the merger of McCree A&E with and into McCree, the separate existence of McCree A&E shall cease. McCree, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of McCree shall not be affected by the merger and upon the merger, McCree, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of McCree A&E prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with McCree A&E shall be preserved and remain unimpaired by the merger, all liens upon the properties of McCree A&E shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of McCree A&E shall henceforth attach to McCree and may be enforced against McCree to the same

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extent as if such obligations and duties had been incurred by McCree. Additionally, any existing claim or action or proceeding pending by or against McCree A&E or McCree may be continued as if the merger did not occur or McCree may be substituted in such proceedings for McCree A&E.

3. The manner and basis of converting the shares of McCree A&E and McCree into shares of McCree are as follows:

(a) At the effective date of the merger, each share of common stock of McCree A&E issued and outstanding immediately prior to the merger shall be surrendered for cancellation on the books of McCree A&E.

(b) At the effective date of the merger, each share of common stock of McCree issued and outstanding shall remain issued and outstanding and shall be unchanged as a result of the merger. Because the shareholders of McCree A&E and McCree are exactly the same, and the shareholders' ownership in McCree A&E and McCree are in exactly the same proportions, no new shares of McCree shall be issued as a result of the merger.

4. The Articles of Incorporation of McCree in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of McCree.

5. The effective date of the merger shall be as of the close of business on December 31, 2000.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was unanimously approved by the Board of Directors and all of the shareholders of McCree A&E by resolutions adopted by Written Consent dated the 27th day of December, 2000, and unanimously approved by the Board of Directors and all of the shareholders of McCree by resolutions adopted by Written Consent dated the 27th day of December, 2000.

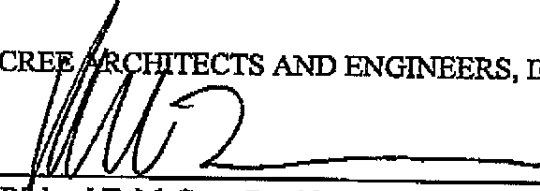
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ARTICLES III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the close of business on
December 31, 2000.

DATED this 27th day of December, 2000.

McCREE ARCHITECTS AND ENGINEERS, INC.

By: 
Richard T. McCree, President

McCREE, INC.

By: 
Richard T. McCree, President

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