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((H03000343120 3))

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RESUBMIT

Please give original submission date as file date.

of 12/29/03

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

BARTOW STEEL, INC.

FILED
SECRETARY OF STATE
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2003 DEC 30 PM 2:49

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Merger

1/2/04

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 30, 2003

BARTOW STEEL, INC.
P. O. BOX 1789
BARTOW, FL 33831-1789

SUBJECT: BARTOW STEEL, INC.
REF: 480112

RECEIVED

Please file original
submissions/data as file date.

✓ 12/29/03

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.

The following information pertains to the merging corporation, U. S. BORING AND TUNNELING, INC.

The current name of the entity is as referenced above. Please correct your document accordingly.

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its ~~1997~~ 1999 corporate annual report/uniform business report form. To reinstate, the corporation must submit a completed reinstatement application/annual report/uniform business report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$61.25 filing fee per year for the years 1997 through the current year, \$88.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$1350.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 2003 Annual Report/Uniform Business Report and Supplemental Fee.

Please note that an additional \$150 must be submitted to cover the fees for the year 2004 if your reinstatement is not returned prior to January 1, 2004.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H03000343120
Letter Number: 403A00069255

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ARTICLES OF MERGER
of
BARTOW STEEL, INC.
and
U.S. BORING . TUNNELING, INC.

(Under Section 607.1105 of the Florida 1989 Business Corporation Act)

It is hereby certified that:

FIRST: The name of the surviving corporation is Bartow Steel, Inc., a Florida corporation (the "Surviving Entity").

SECOND: The name of the merging corporation is which U.S. Boring^{and} Tunneling, Inc., a Florida corporation ("USBT"), which is a wholly-owned subsidiary of the Surviving Entity.

THIRD: The Plan of Merger (the "Plan") pursuant to which USBT, is being merged (the "Merger") with and into the Surviving Entity is attached hereto.

FOURTH: The Merger shall be effective on the date of the filing of these Articles of Merger in the State of Florida.

FIFTH: The Merger is permitted by Section 607.1103 of the Florida 1989 Business Corporation Act (the "FBCA"). The board of directors of the Surviving Entity, which is the sole shareholder of USBT, approved and adopted the Plan, pursuant to Section 607.1104 of the FBCA, dated December 29, 2003 and shareholder approval was not required.

FIFTH: The Plan was adopted by the board of directors of USBT and the Surviving Entity on December 29, 2003 and, pursuant to Section 607.110 of the FBCA, shareholder approval was not required.

[Signatures are on the next page.]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 DEC 30 PM 2:48

Executed on: December 29, 2003.

BARTOW STEEL, INC.,
a Florida corporation

By: David L. Laxton, III
Name: David L. Laxton, III
Title: Secretary

and
U.S. BORING & TUNNELING, INC.,
a Florida corporation

By: _____
Name:
Title:

Executed on: December 29, 2003.

BARTOW STEEL, INC.,
a Florida corporation

By: _____
Name: David L. Laxton, III
Title: Secretary

and
U.S. BORING TUNNELING, INC.,
a Florida corporation

By: Robert S. Macey
Name: Robert S. Macey
Title: Secretary

E03000343120 3

PLAN OF MERGER
(Merger of subsidiary corporation)

The following plan of merger (the "Plan") is submitted in compliance with Section 607.1104, Florida Business Corporation Act (the "Florida Statutes") and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. Bartow Steel, Inc., a Florida corporation (the "Surviving Entity"), is the name and jurisdiction of the corporation owning at least 80% of the outstanding shares of each class of the subsidiary corporation.
2. U.S. Boring ^{and} Tunneling, Inc., a Florida corporation (the "Subsidiary") is the name of the wholly-owned subsidiary of the Surviving Entity.
3. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

At 11:59 p.m. on December ²⁹ 2003 (the "Effective Time"), and in accordance with the applicable provisions of the Florida Statutes, the Subsidiary shall be merged with and into the Surviving Entity (the "Merger") As of the Effective Time, by virtue of the merger and without any action on the part of the holder of any shares of Subsidiary stock or stock of the Surviving Entity:

(a) (i) All of the shares of common stock of the Subsidiary, excluding the any treasury stock of the Subsidiary, issued and outstanding immediately prior to the Effective Time of the Merger shall be converted into one (1) fully paid and non-assessable share of common stock of the Surviving Entity.

(ii) All of the shares of treasury stock of the Subsidiary outstanding immediately prior to the Effective Time of the Merger shall be converted into one (1) share of common stock and designated as treasury stock of the Surviving Entity.

(b) As of the Effective Time of the Merger, all such shares of common stock of the Subsidiary shall no longer be outstanding and shall automatically be canceled and shall cease to exist. As of the Effective Time, each certificate heretofore representing such shares of common stock of the Subsidiary, without any action on the part of the Subsidiary, the Surviving Entity or the holder thereof, shall be converted into the right to receive a share of common stock of the Surviving Entity equivalent to the common stock of the Subsidiary formerly represented by such certificate in the manner described above and shall cease to represent any rights in any shares of common stock of the Subsidiary.

4. Shareholders of the Subsidiary, who, except for the applicability of Section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of Chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

DEC. 30. 2003 5:59PM

CORPORATION SVC CO...

NO. 105 P. 8

H03000343120 3

Signed in duplicate this 27 day of December, 2003.

and
U.S. Boring and Tunneling, Inc.
(a Florida corporation)

By: _____
Name:
Title:

Bartow Steel, Inc.
(a Florida corporation)

By: David Laxton III
David Laxton III, Secretary

DEC. 30. 2003 5:59PM

CORPORATION SVC CO

NO. 105 P. 9 --

H03000343120 3

Signed in duplicate this 29 day of December, 2003.

and

U.S. Boring & Tunneling, Inc.
(a Florida corporation)

By: 

Name:

Title:

Robert S. Macey
Secretary

Bartow Steel, Inc.
(a Florida corporation)

By: _____

David Laxton III, Secretary