487566

Florida Department of State

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MERGER OR SHARE EXCHANGE

LARKIN CONTRACTING, INC.

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ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Larkin Contracting, Inc.	Florida	487566

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Larkin Acquisition Corp.	Florida	P07000029471

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 ____/____/____ (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.)

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 27, 2007.

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 27, 2007.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Larkin Contracting, Inc.	Frank Foster	Franklin Foster (Vice President)
Larkin Acquisition Corp.	Frank Foster	Franklin Foster (Vice President)

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	Jurisdiction
Larkin Acquisition Corp.	Florida

The name and jurisdiction of each **subsidiary** corporation:

Name	Jurisdiction
Larkin Contracting, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon filing of these Articles of Merger with the Florida Department of State, all outstanding shares of Larkin Acquisition Corp. stock shall, by virtue of the merger and without any action on the part of Larkin Contracting, Inc. or Larkin Acquisition Corp., be cancelled and 100 shares of Common Stock of Larkin Contracting, Inc. (par value $.01), representing 100% of the outstanding stock of Larkin Contracting, Inc. shall be issued to Infrastructure Services Holdings, Inc.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Immediately before the merger, (1) Infrastructure Services Holdings, Inc. holds 100 shares of the common stock of Larkin Acquisition Corp., which represents 100% of the outstanding stock of Larkin Acquisition Corp.; and (2) Larkin Acquisition Corp. holds 1000 shares of the common stock of Larkin Contracting, Inc., which represents 100% of the outstanding stock of Larkin Contacting, Inc. Upon the merger, 100 shares of Larkin Contracting, Inc., representing 100% of the outstanding stock of Larkin Contracting, Inc., shall be issued to Infrastructure Services Holdings, Inc., the sole shareholder of Larkin Acquisition Corp.

If applicable, shareholders of the subsidiary corporations, 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 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Upon the merger, the separate existence of Larkin Acquisition Corp. shall cease, and all of the rights, privileges, powers, franchises, properties and assets of Larkin Acquisition Corp. shall be vested in Larkin Contracting, Inc. From and after the effective date of the merger and thereafter until amended as provided by law, the Certificate of Incorporation of Larkin Contracting, Inc. shall be the Certificate of Incorporation of the surviving corporation, and the by-laws of Larkin Acquisition Corp. shall be the by-laws of the surviving corporation.