

541795

FRESE, NASH & HANSEN, P.A.
ATTORNEYS AT LAW

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 23 PM 2:04
† Board Certified in Law
* Board Certified in Wills,
Trusts and Estates Law
‡ Board Certified in Civil Trial Law
◇ Board Certified in Real Estate Law
§ Fellow, American College of Trust
and Estate Counsel

EFFECTIVE DATE
4/30/01

April 18, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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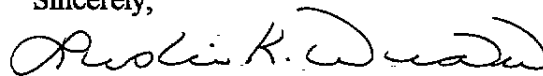
Re: *M.H. of Brevard, Inc. into H&H Builders, Inc.*

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Merger for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$78.75 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact us.

Sincerely,



Leslie K. Weaver
Secretary to Gary B. Frese

/lkw
Enclosures as stated

Merger

V. SHEPARD MAY 1 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

M.H. OF BREVARD, INC., a Florida corporation, H61947

INTO

H & H BUILDERS, INC., a Florida entity, 541795

File date: April 23, 2001, effective April 30, 2001

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
M.H. OF BREVARD, INC.
INTO
H&H BUILDERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 23 PM 2:04
EFFECTIVE DATE
4/30/01

ARTICLES OF MERGER between **M.H. OF BREVARD, INC.**, a Florida corporation, and **H&H BUILDERS, INC.**, a Florida corporation.

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), **M.H. OF BREVARD, INC.** and **H&H BUILDERS, INC.** adopt the following Articles of Merger.

ARTICLE I

The Plan of Merger dated April 9, 2001 (the "Plan of Merger") between **M.H. OF BREVARD, INC.** and **H&H BUILDERS, INC.**, was approved and adopted by the shareholders of **M.H. OF BREVARD, INC.** on April 9, 2001, and was approved and adopted by the shareholders of **H&H BUILDERS, INC.** on April 9, 2001.

ARTICLE II

Pursuant to the Plan of Merger, all issued and outstanding shares of **M.H. OF BREVARD, INC.**'s stock will be acquired by means of a merger of **M.H. OF BREVARD, INC.** and **H&H BUILDERS, INC.**, the surviving corporation (the "Merger").

ARTICLE III

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth.

ARTICLE IV

Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be April 30, 2001.

IN WITNESS WHEREOF, the parties have set their hands this 19th day of April, 2001.

M.H. OF BREVARD, INC.

By: 

Michael F. Howard, President

H&H BUILDERS, INC.

By: 

Michael F. Howard, President

ATTEST:

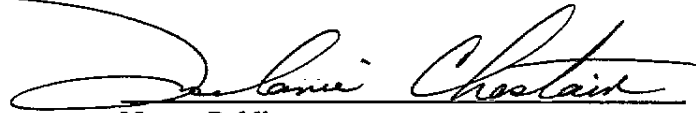

Michael F. Howard, Secretary

ATTEST:


Michael F. Howard, Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 18th day of April, 2001, by MICHAEL F. HOWARD, President and Secretary of M.H. OF BREVARD, INC., a Florida corporation, on behalf of the corporation. He is personally known to me.



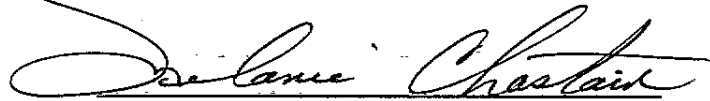
Notary Public
State of Florida



Melanie Chastain
My Commission CC912057
Expires March 28, 2004

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 18th day of April, 2001, by MICHAEL F. HOWARD, President and Secretary of H&H BUILDERS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me.



Notary Public
State of Florida



Melanie Chastain
My Commission CC912057
Expires March 28, 2004

EXHIBIT "A"

PLAN OF MERGER

Merger between **H&H BUILDERS, INC.**, a Florida corporation, (the "Surviving Corporation") and **M.H. OF BREVARD, INC.**, a Florida corporation, (the "Disappearing Corporation") (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Date, every one (1) share of the Disappearing Corporation's common stock that shall be issued and outstanding at that time shall be converted into and exchanged for one (1) share of the Surviving Corporation in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as an outstanding share of the Surviving Corporation's stock.

3. **Satisfaction of Rights of the Disappearing Corporation Shareholders.** All shares of the Surviving Corporation's stock into which shares of the Disappearing Corporation's stock shall have been converted and exchanged pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Fractional Shares.** Fractional shares of the Surviving Corporation's stock will not be issued. If the exchange ratio results in a partial share, such partial share shall be disregarded.

5. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall be fully vested with the Disappearing Corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. **Supplemental Action.** If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or the Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. **Filing with the Florida Department of State and Effective Date.** Upon execution of this Plan, the Disappearing Corporation and the Surviving Corporation shall cause their respective Presidents to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be April 30, 2001.

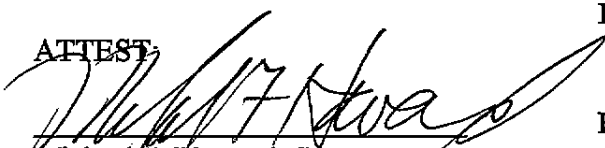
8. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by either one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such corporation, or may be amended or modified in whole or in part at any time by a vote of the shareholders of the Constituent Corporations prior to the Effective Date, or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. **Termination.** At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of the Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 18th day of April, 2001.

H&H BUILDERS, INC., a Florida Corporation

ATTEST:


Michael F. Howard, Secretary

By:


Michael F. Howard, President

M.H. OF BREVARD, INC., a Florida Corporation

ATTEST:


Michael F. Howard, Secretary

By:


Michael F. Howard, President

541795

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April 18, 2001

Secretary of State
Division of Corporations
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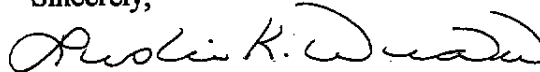
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Sincerely,



Leslie K. Weaver
Secretary to Gary B. Frese

/lkw
Enclosures as stated

Merger

V. SHEPARD MAY 1 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

M.H. OF BREVARD, INC., a Florida corporation, H61947

INTO

H & H BUILDERS, INC., a Florida entity, 541795

File date: April 23, 2001, effective April 30, 2001

Corporate Specialist: Velma Shepard

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INTO
H&H BUILDERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 23 PM 2: 04

EFFECTIVE DATE
4/30/01

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M.H. OF BREVARD, INC.

By: 

Michael F. Howard, President

H&H BUILDERS, INC.

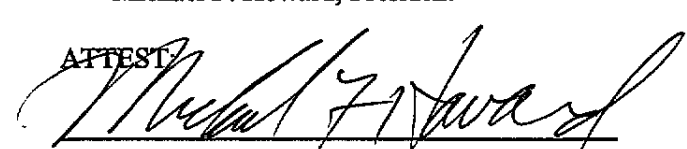
By: 

Michael F. Howard, President

ATTEST:

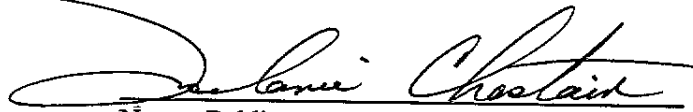

Michael F. Howard, Secretary

ATTEST:


Michael F. Howard, Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

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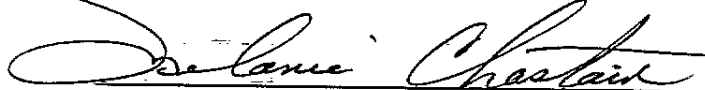
Notary Public
State of Florida



Melanie Chastain
My Commission CC912057
Expires March 28, 2004

STATE OF FLORIDA
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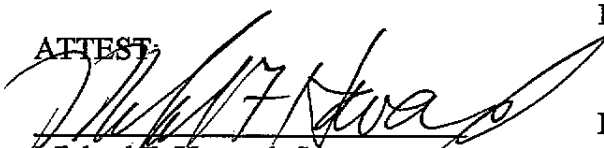
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H&H BUILDERS, INC., a Florida Corporation

ATTEST:

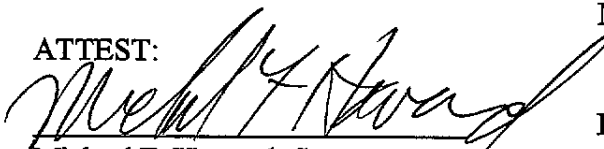

Michael F. Howard, Secretary

By:


Michael F. Howard, President

M.H. OF BREVARD, INC., a Florida Corporation

ATTEST:


Michael F. Howard, Secretary

By:


Michael F. Howard, President