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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

Register's Childers Roof Repairs, Inc.

into:

Register Contracting Company, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
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- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
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- Will Wait
- Merger Effective Jan. 1, 2000
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- Change of R.A.
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- CUS
- After 4:30
- Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

EFFECTIVE DATE
1-1-2000

Merges
1-3-00
MKS

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie (S)

DEC 29

Today Please if possible

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

REGISTER & CHILDERS ROOF REPAIRS, INC., a Florida corporation,
P97000020232

INTO

REGISTER CONTRACTING COMPANY, INC., a Florida entity, F45311.

File date: December 29, 1999 , effective January 1, 2000

Corporate Specialist: Doug Spidler

FILED

99 DEC 29 PM 4:14

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
REGISTER & CHILDERS ROOF REPAIRS, INC.
AND
REGISTER CONTRACTING COMPANY, INC.

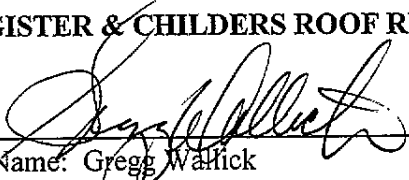
Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Register & Childers Roof Repairs, Inc., a Florida corporation, and Register Contracting Company, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Register & Childers Roof Repairs, Inc. (the "Merger Corp.") and Register Contracting Company, Inc. (the "Company").
2. Merger Corp. is hereby merged with and into the Company and the corporate existence of Merger Corp. shall cease. The Company is the surviving corporation in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A ("Plan of Merger") and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was adopted by the Board of Directors and the shareholders of each of the Company and the Merger Corp. on December 13, 1999.
4. The Merger shall become effective at 12:01 a.m. on January 1, 2000.

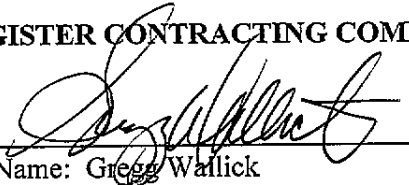
EFFECTIVE DATE
1-1-2000

The parties have caused these Articles of Merger to be executed as of December 13, 1999.

REGISTER & CHILDERS ROOF REPAIRS, INC.

By: 
Name: Gregg Wallick
Title: Secretary

REGISTER CONTRACTING COMPANY, INC.

By: 
Name: Gregg Wallick
Title: Secretary

PLAN OF MERGER

This Plan of Merger (the "Plan") is adopted as of December ~~13~~ 1999 by Register Contracting Company, Inc., a Florida corporation (the "Company") and Register & Childers Roof Repairs, Inc., a Florida corporation (the "Merger Corp.").

RECITALS

The board of directors of the Company and the board of directors of Merger Corp. have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that Merger Corp. be merged (the "Merger") with and into the Company on the terms and subject to the conditions set forth herein.

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), Merger Corp., shall be merged with and into the Company in accordance with the Florida Business Corporation Act, and the separate existence of Merger Corp. shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

- A. At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.
- B. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.
- C. At the Effective Time, the officers and directors of the Company shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

ARTICLE III

Manner and Basis of Converting Shares

A. At the Effective Time, each share of Merger Corp. common stock held in treasury shall be canceled and extinguished without any conversion thereof.

B. At the Effective Time, each share of Merger Corp. common stock, issued and outstanding immediately prior to the Effective Time, shall be automatically canceled and extinguished without any conversion thereof.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of the Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Time

As used in this Agreement, the term, "Effective Time" shall mean 12:01 a.m. on January 1, 2000.

[END OF DOCUMENT]