



GunsterYoakley
ATTORNEYS AT LAW

PO2000037473

WRITER'S DIRECT DIAL NUMBER: (305)376-6059

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April 4, 2002

PERSONAL AND CONFIDENTIAL
VIA FEDERAL EXPRESS

Ms. Susan Payne
Department of State
Division of Corporations
408 E. Gaines Street
Tallahassee, FL 32399

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Re: CRJ & Associates, Incorporated - REVISED Articles of Merger

Dear Ms. Payne:

Enclosed you will find the REVISED page 1 of the Articles of Merger to be filed with the Florida Department of State, together with a check made payable to the Florida Department of State for \$157.50. Kindly switch page 1 of the Articles of Merger with the page you received yesterday and file the Articles of Incorporation for CRJ & Associates, Incorporated along with the Articles of Merger.

Thank you in advance for helping us with this matter. If you have any questions, please do not hesitate to call me at (305) 376-6059 or Nora Hernandez at (305) 376-6077.

Sincerely,


Lissette S. Stancioff

Enclosures
332262.1

Merger
SP
4/5/02

FILED
02 APR -5 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



GunsterYoakley
ATTORNEYS AT LAW

WRITER'S DIRECT DIAL NUMBER: (305) 376-6059
WRITER'S E-MAIL ADDRESS: lstancioff@gunster.com

April 3, 2002

PERSONAL AND CONFIDENTIAL
VIA FEDERAL EXPRESS

Ms. Susan Payne
Department of State
Division of Corporations
408 E. Gaines Street
Tallahassee, FL 32399

Re: CRJ & Associates, Incorporated
Incorporation of New Florida Entity and Subsequent Merger with Delaware Entity

Dear Ms. Payne:

Enclosed you will find the original (i) Articles of Incorporation of CRJ & Associates, Incorporated and (ii) Articles of Merger of CRJ & Associates, Incorporated, a Delaware corporation with and into CRJ & Associates, Incorporated, a Florida corporation. As you discussed with my legal assistant, Nora Hernandez, we would like to incorporate a new Florida entity and merge the old Delaware entity by the same name with and into the new Florida entity. However, as you know, the Delaware entity was previously qualified to transact business in Florida and we want to ensure that filing the new Articles of Incorporation will not trigger a problem with the same entity name. I understand that you will file both the Articles of Incorporation and Articles of Merger together to ensure that there is no confusion with the fact that the entities have the same name.

Thank you in advance for helping us with this matter. If you have any questions, please do not hesitate to call me at (305) 376-6059 or Nora Hernandez at (305) 376-6077.

Sincerely,


Lissette S. Stancioff

cc: Mark J. Scheer, Esq.
Enclosures
332262.1

ARTICLES OF MERGER
Merger Sheet

MERGING:

CRJ & ASSOCIATES, INCORPORATED, a Delaware corp., F00000000314

INTO

CRJ & ASSOCIATES, INCORPORATED, a Florida entity, P02000037473

File date: April 5, 2002

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

OF

CRJ & ASSOCIATES, INCORPORATED, a Delaware corporation

WITH AND INTO

CRJ & ASSOCIATES, INCORPORATED, a Florida corporation

FILED

02 APR -5 PM 2:27

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned corporation hereby submits these Articles of Merger to the Department of State of the State of Florida for filing pursuant to Sections 607.0120, 607.1101, 607.1103, 607.1105, 607.1106, 607.1107, 607.1108 and 607.1109 of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation Law, and certify that:

1. CRJ & Associates, Incorporated, a Delaware corporation ("Target") shall be merged with and into CRJ & Associates, Incorporated, a Florida corporation, which shall be the surviving corporation ("Survivor").

2. A copy of the Agreement and Plan of Merger pursuant to which Target will be merged with and into Survivor is attached hereto as Appendix A and incorporated herein by this reference.

3. The Plan of Merger was duly adopted pursuant to Section 607.1101 of the Florida Business Corporation Act, by the Board of Directors of Survivor on April 3, 2002. The Plan of Merger was duly approved and adopted by the written consent of the holders of the issued and outstanding shares of common stock of Survivor dated April 3, 2002 in accordance with Sections 607.1101 and 607.1103 of the Florida Business Corporation Act. The vote of a sufficient number of shareholders of Survivor was received for approval of the merger by the Survivor corporation.

4. The Plan of Merger was duly adopted pursuant to Section 252 of the Delaware General Corporation Law, by the Board of Directors of Target on April 3, 2002. The Plan of Merger was duly approved and adopted by the written consent of the holders of the issued and outstanding shares of common stock of Target dated April 3, 2002 in accordance with Section 252 of the Delaware General Corporation Law. A sufficient number of votes in favor of the merger was received from the shareholders of Target to approve the merger.

5. The merger shall become effective at the time of filing of these Articles of Merger (the "Effective Time").

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of April 3, 2002.

CRJ & ASSOCIATES, INCORPORATED,
a Delaware corporation

By: *Harry Christie*
Harry Christie, P.E.
President

CRJ & ASSOCIATES, INCORPORATED,
a Florida corporation

By: *Harry Christie*
Harry Christie, P.E.
President

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 3rd day of April, 2002, by Harry Christie, as President for **CRJ & ASSOCIATES, INC.**, a Delaware corporation, on behalf of the corporation who is personally known to me, ~~or has produced~~ _____ as identification.

Patricia Vidal
NOTARY PUBLIC, State of Florida at Large

My Commission  Patricia Vidal
Commission # DD 074934
Expires Nov. 27, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 3rd day of April, 2002, by Harry Christie as President for **CRJ & ASSOCIATES, INC.**, a Florida corporation, on behalf of the corporation who is personally known to me, ~~or has produced~~ _____ as identification.

Patricia Vidal
NOTARY PUBLIC, State of Florida at Large

My Commission  Patricia Vidal
Commission # DD 074934
Expires Nov. 27, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

331514.1

Appendix A
Agreement and Plan of Merger

331514.1

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is dated April 3, 2002, and is made by and between CRJ & ASSOCIATES, INCORPORATED, a Delaware corporation ("CRJ (Del.)") and CRJ & ASSOCIATES, INCORPORATED, a Florida corporation ("CRJ (Fla.)").

WITNESSETH:

WHEREAS, CRJ (Fl.) desires to merge with CRJ (Del.) and CRJ (Del.) desires to merge with and into CRJ (Fl.) with CRJ (Fl.) being the surviving corporation (the "Merger") upon the terms, and subject to the conditions, set forth in this Agreement and Plan of Merger (the "Agreement") in accordance with the laws of the State of Florida and Delaware; and

WHEREAS, CRJ (Del.) has authorized 1,500 shares of common stock with a par value of \$1.00 and issued 90 shares of common stock;

WHEREAS, the Board of Directors of CRJ (Del.) have (i) determined that it is advisable that the Merger shall occur pursuant to the terms of this Agreement, (ii) approved the terms of this Agreement and of the Merger by written consent and (iii) directed the submission of this Agreement to their respective shareholders for approval;

WHEREAS, the shareholders of CRJ (Del.) authorized, adopted and approved the Agreement in all respects by written consent.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and provisions hereinafter contained, the parties hereto agree as follows:

ARTICLE I THE MERGER

1.1 At the Effective Date of the Merger, as defined in Section 4.2 hereof, CRJ (Del.) shall be merged with and into CRJ (Fl.) in accordance with the applicable provisions of the laws of the States of Florida and Delaware. The separate existence of CRJ (Del.) shall cease at the Effective Date of the Merger and thereupon the existence of CRJ (Fl.) shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities and franchises, of a public as well as of a private nature. CRJ (Fl.) as it shall be constituted upon the Effective Date of the Merger, is herein called the "Surviving Corporation."

ARTICLE 2
ARTICLES OF INCORPORATION; BYLAWS;
BOARD OF DIRECTORS; OFFICERS

2.1 The Articles of Incorporation and Bylaws of CRJ (Fl.), as amended hereby, shall become the Articles of Incorporation and Bylaws of the Surviving Corporation.

2.2 The directors and officers of CRJ (Fl.) on the Effective Date shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

ARTICLE 3
EFFECTS OF THE MERGER

At the Effective Date of the Merger:

3.1 The Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of both a public and private nature, of CRJ (Del.); and all property, real, personal and mixed, and all debts on whatever account, including all choses in action, and all and every other interest of or belonging to or due to CRJ (Del.) shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed.

3.2 The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of CRJ (Del.), and any claim existing or action or proceeding pending by or against CRJ (Del.) may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in place of CRJ (Del.), and neither the rights of creditors nor any liens upon the property of CRJ (Del.) shall be impaired by the Merger. The Surviving Corporation shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of CRJ (Del.).

ARTICLE 4
CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of CRJ (Del.) Common Stock into CRJ (Fl.) Common Stock shall be as follows:

4.1 Upon and as of the Effective Date, the shares of common stock of CRJ (Del.) issued and outstanding on such date shall cease to be outstanding and each such share shall be converted into and shall become a share of the Surviving Corporation. Promptly after the Effective Date, the management of the Surviving Corporation shall cause to be issued to the shareholders of CRJ (Del.) certificates for the equal number of shares of common stock of CRJ (Fl.).

4.2 The term "Effective Date of the Merger" as used herein shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida in accordance with Section 607.1101, et. seq., of the Florida Business Corporation Act.

4.3 If any holder of CRJ (Del.) Common Stock issued and outstanding prior to the taking of the vote of shareholders on the Merger shall exercise his right to dissent from the Merger and thereby become entitled to receive payment for the fair value of such Common Stock, such payment shall be made by the Surviving Corporation.

ARTICLE 5 CONDITION PRECEDENT

5.1 This Agreement is subject to, and consummation of the Merger contemplated hereby is conditioned upon, approval of the Merger by the affirmative vote of a majority of all the votes entitled to be cast by the shareholders of CRJ (Del.).

ARTICLE 6 AMENDMENT

6.1 At any time before or after approval and adoption hereof by the shareholders of CRJ (Del.), this Agreement may be amended, provided that after approval and adoption of this Agreement by the shareholders of CRJ (Fl.), no amendment changing the conversion rate provisions relating to CRJ (Fl.) Common Stock as set forth in Article 4 hereof shall be valid without having been approved by the shareholders of CRJ (Fl.) in the manner required for approval of this Agreement.

ARTICLE 7 TERMINATION

7.1 In the event that for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of CRJ (Del.), then this Agreement may be terminated at any time before the Effective Date of the Merger by written notice by the party wishing to terminate to the other parties. Upon termination by written notice as provided herein, this Agreement shall be void and of no further effect, and there shall be no liability by reason of this Agreement or the termination hereof on the part of CRJ (Del.), or their directors, officers, employees, agents or shareholders.

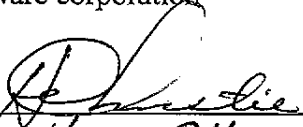
IN WITNESS WHEREOF, this Agreement and Plan of Merger has been adopted as of the 3 day of April, 2002.

CRJ & ASSOCIATES, INCORPORATED,
a Delaware corporation

By: _____

Name: _____

Title: _____

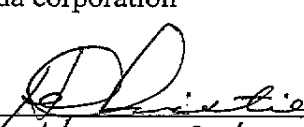

Harry CHRISTIE
PRESIDENT

CRJ & ASSOCIATES, INCORPORATED,
a Florida corporation

By: _____

Name: _____

Title: _____


Harry CHRISTIE
PRESIDENT

331519.1