

P95000037141
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April 12, 2002

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Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 16 PM 1:30

- Re: (i) Merger of T and T Construction of Brevard, Inc.,
a Florida corporation, into T and T Electric, Inc.,
a Florida corporation
- (ii) T and T Electric, Inc.
Articles of Amendment to Articles of Incorporation
Changing Name to TDB Enterprises, Inc.

Dear Sirs:

600005282536--5
-04/16/02--01051--015
****105.00 *****70.00

Enclosed are an original and one copy of the Articles of Merger of the
above-referenced domestic corporations into T and T Electric, Inc.

After the Articles of Merger are filed, please file the Articles of
Amendment to the Articles of Incorporation changing the corporation's name
to TDB Enterprises, Inc. I have also enclosed an original and one copy of the
Articles of Amendment.

Please provide us with a date-stamped copy of the documents.

Our client's check for \$105.00 to cover the filing fees is enclosed,
together with a postage prepaid envelope for the return of the copies.

Thank you for your assistance in this matter.

Sincerely,

Angela DiSalvo

Angela DiSalvo
Legal Assistant to
Patrick F. Healy, Esq.

Merger

JB

Enclosures

V SHEPARD

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

T AND T CONSTRUCTION OF BREVARD, INC., a Florida corporation,
P99000096827

INTO

T AND T ELECTRIC, INC., a Florida entity, P95000037141.

File date: April 16, 2002

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER OF DOMESTIC
CORPORATIONS INTO**

T AND T ELECTRIC, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 16 PM 1:30

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned domestic corporations adopt the following articles of merger for the purpose of merging them into one of the corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

T and T Construction of Brevard, Inc., a Florida corporation; and

T and T Electric, Inc., a Florida corporation.

T and T Electric, Inc., a Florida corporation, is the surviving corporation.

2. The name of the surviving corporation is T and T Electric, Inc. and it is to be governed by the laws of the State of Florida.

3. The following plan of merger was approved on March 18, 2002 by the shareholders of the undersigned domestic corporations in the manner prescribed by the Florida Business Corporation Act:

**PLAN OF MERGER
OF
T AND T ELECTRIC, INC.**

Plan of merger dated March 18, 2002, between T AND T ELECTRIC, INC., referred to as the surviving corporation, and T AND T CONSTRUCTION OF BREVARD, INC., referred to as the absorbed corporation.

STIPULATIONS

A. T and T Electric, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4250 Dow Road, Unit 306, Melbourne, Florida 32934.

B. T and T Electric, Inc. has a capitalization of 1000 authorized shares of common stock, of which 201 shares are issued and outstanding.

C. T and T Construction of Brevard, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 4250 Dow Road, Unit 306, Melbourne, Florida 32934.

D. T and T Construction of Brevard, Inc. has a capitalization of 1000 authorized shares of common stock of which 100 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that T and T Construction of Brevard, Inc. be merged into T and T Electric, Inc. pursuant to the provisions of Sections 607.1101 *et seq.* of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. T and T Construction of Brevard, Inc. shall merge with and into T and T Electric, Inc., which shall be surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the common stock of T and T Construction of Brevard, Inc. issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of T and T Electric, Inc., which share of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue

and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation T and T Electric, Inc. shall continue to be its articles of incorporation following the effective date of the merger subject to the amendment described in Article E(3)(d) of this Plan of Merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation T and T Electric, Inc. shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation T and T Electric, Inc. on the effective date of the merger 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 or as of the effective date of the merger shall be as follows:

Ty Buterbaugh

Sole Director
President
Secretary
Treasurer

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before March 22, 2002, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before March 22, 2002; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Attest: /s/ Angela DiSalvo

T AND T ELECTRIC, INC.

By: /s/ Ty Buterbaugh, President
Ty Buterbaugh, President

Attest: /s/ Angela DiSalvo

T AND T CONSTRUCTION OF
BREVARD, INC.

By: /s/ Ty Buterbaugh, President
Ty Buterbaugh, President

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the plan, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
T and T Electric, Inc.	201	Common	201
T and T Construction of Brevard, Inc.	100	Common	100

6. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and, as to each class entitled to vote as a class, the number of shares of that class voted for and against the plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
T and T Electric, Inc.	201	0	Common	201	0
T and T Construction of Brevard, Inc.	100	0	Common	100	0

7. The effective date of the merger shall be the date of the filing of these Articles of Merger.

Dated: March 29, 2002

T AND T ELECTRIC, INC.

By: Ty Buterbaugh
Ty Buterbaugh, President

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 29th day of March, 2002, by TY BUTERBAUGH, President of T and T Electric, Inc., a Florida corporation, on behalf of the corporation. Ty Buterbaugh has produced FL Drivers Lic as identification.

(SEAL)

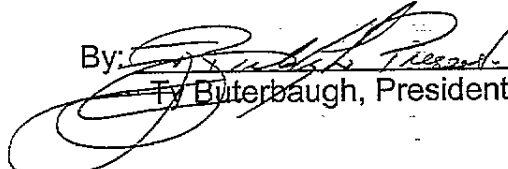


Angela DiSalvo
MY COMMISSION # CC979179 EXPIRES
November 2, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Angela DiSalvo
Angela DiSalvo
Notary Public-State of Florida
Commission Number: _____

Dated: March 29, 2002

T AND T CONSTRUCTION OF
BREVARD, INC.

By: 
Ty Buterbaugh, President

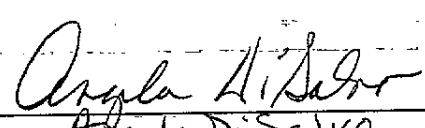
STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 29th day of March, 2002, by TY BUTERBAUGH, President of T and T Construction of Brevard, Inc., a Florida corporation, on behalf of the corporation. Ty Buterbaugh has produced FL Driver Lic as identification.

(SEAL)



Angela DiSalvo
MY COMMISSION # CC979179 EXPIRES
November 2, 2004
BONDED THRU TROY FAIR INSURANCE, INC.


Angela DiSalvo
Notary Public-State of Florida
Commission Number: _____

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