

V22602

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ATTORNEY AT LAW

1705-D2 COLONIAL BOULEVARD
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FILED
99 SEP 29 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 13, 1999

Secretary of State - Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: Merger Documents

700002988407--2
-09/16/99--01011--002
*****35.00 *****35.00

Dear Sir/Madam:

I enclose Articles of Merger and a copy of Plans of Merger for the Forestry Resources Environmental Services, Inc., merger into Forestry Resources Vegetation Management, Inc. I also enclose a check for the filing of the articles. Please return the filed materials to me. Please call me if you have any questions.

Sincerely,


Terry V. Broughton

TVB/nlb

Encl.

700002988407--2
-09/30/99--01001--007
*****35.00 *****35.00

ltr\sos.frs

Merger

V. SHEPARD OCT 4 1999

V. SHEPARD OCT 4 1999



~~V. SHEPARD SEP 29 1999~~

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

FORESTRY RESOURCES ENVIRONMENTAL SERVICES, INC., a Florida
corporation, H61780

INTO

FORESTRY RESOURCES VEGETATION MANAGEMENT, INC., a Florida
entity, V22602.

File date: September 29, 1999

Corporate Specialist: Velma Shepard

TERRY V. BROUGHTON, P.A.
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1705-D2 COLONIAL BOULEVARD
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September 22, 1999

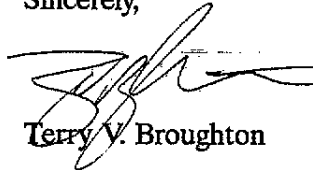
Velma Shepard
Secretary of State
P.O. Box 5588
Tallahassee, FL 32314-5588

RE: Forestry Resources Vegetation Management

Dear Mrs. Shepard:

I enclose a check for \$35.00 representing the balance of the fees on the above referenced merger. Thank you for your assistance.

Sincerely,



Terry V. Broughton

TVB/nlb

Encl.

Rec'd 9/29/99

Articles of Merger

(FS § 607.1105]

FILED

99 SEP 29 AM 9: 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FORESTRY RESOURCES ENVIRONMENTAL SERVICES, INC., and FORESTRY RESOURCES VEGETATION MANAGEMENT, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

1. Forestry Resources Environmental Services, Inc., shall be merged into Forestry Resources Vegetation Management, Inc. Forestry Resources Vegetation Management, Inc. shall be the surviving corporation.
2. The effective date of the Merger is: August 31, 1999.
3. Forestry Resources Environmental Services, Inc. adopted the Plan of Merger on August 20, 1999, by a vote of the shareholders and board of directors.
4. Forestry Resources Vegetation Management, Inc. adopted the Plan of Merger on August 20, 1999 by a vote of the shareholders and board of directors.

FORESTRY RESOURCES
ENVIRONMENTAL SERVICES, INC.,
a Florida corporation

By: _____

John Cauthen, President

By: _____

John Cauthen, Secretary

[CORP. SEAL]

FORESTRY RESOURCES
VEGETATION MANAGEMENT, INC.,
a Florida corporation

By: _____

John Cauthen, President

By: _____

John Cauthen, Secretary

[CORP. SEAL]

STATE OF FLORIDA
COUNTY OF LEE

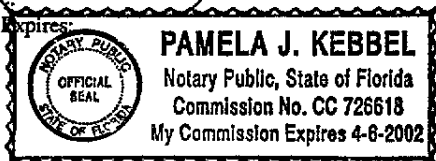
THE FOREGOING instrument was acknowledged before me this 9th day of Sept, 1999, by John Cauthen, President, and John Cauthen, Secretary of, Forestry Resources Environmental Services, Inc., a Florida corporation. They are personally known to me or have produced _____ as identification.

Notary Public

Printed Name:

Commission Expires:

[Seal]



corp\for-res.mer

STATE OF FLORIDA
COUNTY OF LEE

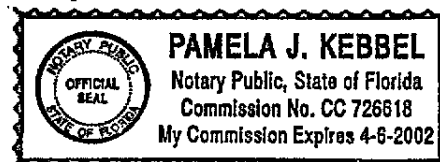
THE FOREGOING instrument was acknowledged before me this 9th day of Sept, 1999, by John Cauthen, President, and John Cauthen, Secretary of Forestry Resources Vegetation Management, Inc., a Florida corporation. They are personally known to me or have produced _____ as identification.

Notary Public

Printed Name:

Commission Expires:

[Seal]



PLAN OF MERGER

(FS §§ 607.1101; 607.1103)

FORESTRY RESOURCES ENVIRONMENTAL SERVICES, INC., A FLORIDA CORPORATION, AND FORESTRY RESOURCES VEGETATION MANAGEMENT, INC., A FLORIDA CORPORATION, HEREBY ADOPT THE FOLLOWING PLAN OF MERGER PURSUANT TO § 607.1101, FLA. STAT. (1996).

1. NAME OF EACH CORPORATION PLANNING TO MERGE IS:
FORESTRY RESOURCES ENVIRONMENTAL SERVICES, INC., a Florida corporation AND
FORESTRY RESOURCES VEGETATION MANAGEMENT, INC., a Florida corporation
2. NAME OF SURVIVING CORPORATION IS: Forestry Resources Vegetation Management, Inc.
3. THE TERMS AND CONDITIONS OF THE MERGER ARE AS FOLLOWS:

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 thereafter 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.

4. THE MANNER AND BASIS OF CONVERTING THE SHARES OF THE ABSORBED CORPORATION INTO SHARES, [RIGHTS, OBLIGATIONS, AND OTHER SECURITIES] OF THE SURVIVING CORPORATION IS AS FOLLOWS:

(a) One (1) share of the issued common stock of Forestry Resources Environmental Services, Inc. issued and outstanding on the effective date of the merger shall be converted into one share of issued common stock of Forestry Resources Vegetation Management, Inc., which shares of common stock of Forestry Resources Vegetation Management, Inc., which shall thereupon 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 Forestry Resources Environmental Services, Inc. shall surrender them to Forestry Resources Vegetation Management, Inc., or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such 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 such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto 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 such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

5. **CHANGES IN ARTICLES OF INCORPORATION.** The articles of incorporation of the Forestry Resources Vegetation Management, Inc., shall continue to be its articles of incorporation following the effective date of the merger.

6. **CHANGES IN BYLAWS.** The bylaws of the Forestry Resources Vegetation Management, Inc., shall continue to be its bylaws following the effective date of the merger.

7. **EFFECTIVE DATE.** The effective date of the merger shall be August 31, 1999.

8. **DIRECTORS AND OFFICERS.** The directors and officers of the surviving corporation 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.

8. **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.

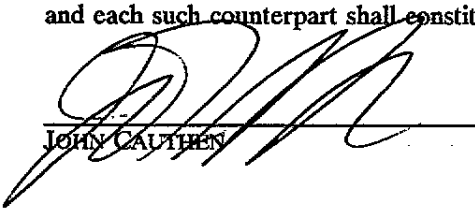
9. **APPROVAL BY STOCKHOLDERS.** This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before _____, or at such other time as to which the boards of directors of the constituent corporations may agree.

10. **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 August 29, 1999; or

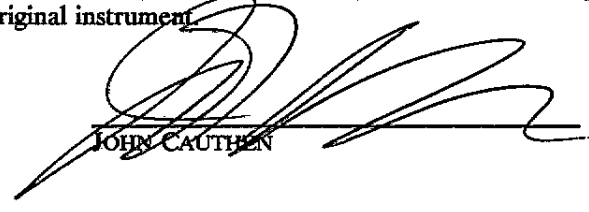
(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

11. **EXECUTION OF AGREEMENT.** This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.



JOHN CAUTHEN

As the Board of Directors of
FORESTRY RESOURCES
ENVIRONMENTAL SERVICES, INC.,
a Florida corporation



JOHN CAUTHEN

As the Board of Directors of
FORESTRY RESOURCES
VEGETATION MANAGEMENT, INC.,
a Florida corporation