

P93000087156

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CHIP'S DOZER SERVICE, INC., a Florida corporation document number
L70941

INTO

SET MATERIALS, INC., a Florida corporation, P93000087156.

File date: September 23, 1997 , effective October 1, 1997

Corporate Specialist: Karen Gibson



THE UNITED STATES CORPORATION COMPANY

P930000 87156

ACCOUNT NO. : 072100000032
REFERENCE : 539898 80448A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
97 SEP 23 PM 3:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : September 23, 1997

ORDER TIME : 12:21 PM

ORDER NO. : 539898-005

100002301591--9
-09/23/97--01084--030
*****70.00 *****70.00

CUSTOMER NO: 80448A

CUSTOMER: Marshall H. Barkin, Esq
Marshall H. Barkin, Esq
Suite 710
149-p S. Ridgewood Avenue
Daytona Beach, FL 32114

EFFECTIVE DATE
10-1-97

ARTICLES OF MERGER

CHIP'S DOZER SERVICE, INC.

INTO

SET MATERIALS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: TONYA C. HOLLIDAY
EXAMINER'S INITIALS:

RECEIVED
SEP 23 PM 2:42
SECRETARY OF CORPORATION

Handwritten signature and date: Tonya Holliday 9/24

EFFECTIVE DATE
10-1-97

FILED
97 SEP 23 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER/SHARE EXCHANGE
of
CHIP'S DOZER SERVICE, INC., a Florida Corporation,
into/with
SET MATERIALS, INC., a Florida Corporation,

ARTICLES OF MERGER/SHARE EXCHANGE between CHIP'S DOZER SERVICE, INC., a Florida corporation ("CHIP'S"), and SET MATERIALS, INC., a Florida corporation ("SET").

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act") CHIP'S and SET adopt the following Articles of Merger:

1. The Agreement and Plan of Merger ("Plan of Merger") dated September 15, 1997, between CHIP'S and SET was approved and adopted by the Shareholders of CHIP'S on September 15, 1997, and was adopted by the shareholders of SET on September 15, 1997.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of CHIP'S stock will be acquired by means of a merger of CHIP'S into SET with SET the surviving corporation ("Merger").

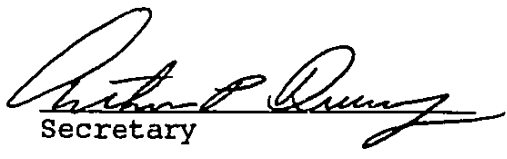
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

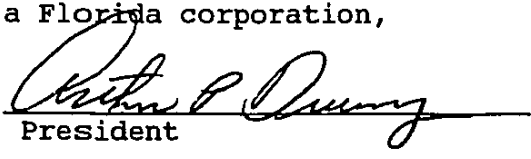
4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on October 1, 1997.

IN WITNESS WHEREOF, the parties have set their hands this 15th day of September, 1997.

ATTEST:

CHIP'S DOZER SERVICE, INC.
a Florida corporation,

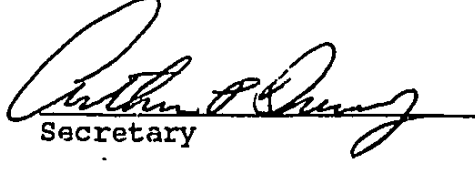

Secretary

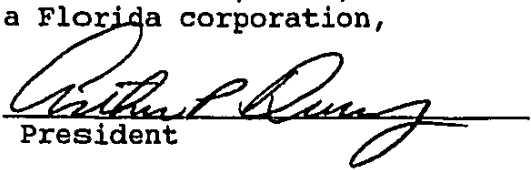
By: 
Its: President

[Corporate Seal]

ATTEST:

SET MATERIALS, INC.,
a Florida corporation,


Secretary

By: 
Its: President

[Corporate Seal]

PLAN OF MERGER

Merger between SET MATERIALS, INC., a Florida corporation ("Surviving Corporation"), and CHIP'S DOZER SERVICE, 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 Surviving Corporation, as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law, without any changes other than: the authorized capital stock of the Surviving Corporation (SET MATERIALS, INC.) shall be increased to 200 shares of common stock with a par value of \$1.00 per share

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one share of the common stock of the Surviving Corporation in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.

3. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in 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.

4. Supplemental Action. If at any time after the Effective Date 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 Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of 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 Surviving Corporation, or to otherwise carry out the provisions of this Plan.

5. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice

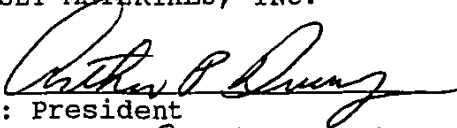
President) execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by referenced into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be October 1, 1997.

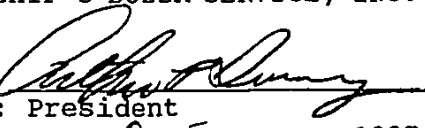
6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

7. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding, favorable action by the shareholders of the respective Constituent Corporations.

SET MATERIALS, INC.

CHIP'S DOZER SERVICE, INC.

By: 
Its: President
Date: 9-15, 1997

By: 
Its: President
Date: 9-15, 1997