

UCC SERVICES

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Division of Corporations

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100745

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Bovis Lend Lease, Inc.

| | |
|-----------------------|---------|
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Outlook

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-------------------------------|---------------------|--|
| <u>Bovis Lend Lease, Inc.</u> | <u>Florida</u> | <u>100745</u> |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|--------------------------------|---------------------|--|
| <u>M & S Capital, Inc.</u> | <u>Delaware</u> | <u>2146393</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR June / 30 / 2007 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on June 29, 2007 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on June 29, 2007 and shareholder approval was not required.

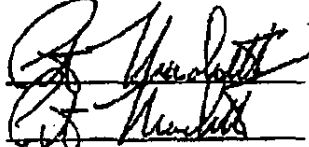
(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & Title

Bovis Land Lease, Inc.



Peter Marchetto, CEO and President

M&S Capital, Inc.



Peter Marchetto, President

ANNEX I**PLAN OF MERGER**

1. **EFFECTIVENESS.** The Merger shall become effective (the "Effective Time") at 11:59 pm on June 30, 2007.

2. **MERGER.** At the Effective Time, (i) M & S Capital, Inc. shall be merged with and into Bovis Lend Lease, Inc., (ii) the separate existence of M & S Capital, Inc. shall thereupon cease and (iii) Bovis Lend Lease, Inc. shall be the surviving corporation in the Merger (the "Surviving Corporation") and shall continue its corporate existence, with all of its purposes, objects, rights, privileges, powers, immunities and franchises, under the laws of the State of Florida unaffected and unimpaired by the Merger.

3. **FURTHER ACTION.** If at any time after the Effective Time any further action is necessary or desirable to carry out the purposes of this Plan of Merger or to vest the Surviving Corporation with the full right, title and possession to all assets, property, rights, privileges, immunities, powers and franchises of M & S Capital, Inc., the officers and directors of the Surviving Corporation are fully authorized in the name of either or both of the constituent corporations or otherwise to take all such action.

4. **ARTICLES OF INCORPORATION.** The Articles of Incorporation of Bovis Lend Lease, Inc., as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with applicable law and such Articles of Incorporation.

5. **CONVERSION OF SHARES.**

(a) At the Effective Time, by virtue of the Merger and without further action on the part of the Bovis Lend Lease, Inc. or M & S Capital, Inc., each share of capital stock of M & S Capital, Inc. issued and outstanding immediately prior to the Effective Time, shall be cancelled and extinguished and shall cease to exist, and no consideration shall be delivered in exchange.

(b) The outstanding shares of Bovis Lend Lease, Inc. shall remain outstanding and are not affected by the Merger.