

①

100745



ACCOUNT NO. : 072100000032
REFERENCE : 642944 4301893
AUTHORIZATION :
COST LIMIT \$122,500
Retucio P. Pitt

FILED
97 DEC 31 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 19, 1997
ORDER TIME : 8:52 AM
ORDER NO. : 642944-005
CUSTOMER NO.: 4301893
CUSTOMER: Susan Fields, Legal Asst
Reid & Priest L L P
40 West 57th Street
New York, NY 10019

File 1st

400002386784--5

ARTICLES OF MERGER

BOVIS CONSTRUCTION CORP.

INTO

MCDEVITT STREET BOVIS, INC.

RECEIVED
97 DEC 31 AM 9:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

VS DEC 31 1997

Merger

CONTACT PERSON: DANIEL LEGGETT
EXAMINER'S INITIALS: _____

100745

ARTICLES OF MERGER
Merger Sheet

MERGING:

BOVIS CONSTRUCTION CORP., a ^{Delaware} corporation, F96000004751

INTO

MCDEVITT STREET BOVIS, INC., a Florida corporation, 100745

File date: December 31, 1997

Corporate Specialist: Velma Shepard

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER
OF
BOVIS CONSTRUCTION CORP.
AND
MCDEVITT STREET BOVIS, INC.

FILED
97 DEC 31 PM 3:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

To the Department of State
State of Florida

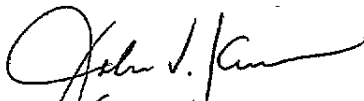
Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Bovis Construction Corp. into McDevitt Street Bovis, Inc., as approved by the Board of Directors of the parent corporation on December 31, 1997.
2. The merger of Bovis Construction Corp. with and into McDevitt Street Bovis, Inc. is permitted by the laws of the jurisdiction of organization of Bovis Construction Corp. and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Bovis Construction Corp. was December 31, 1997.
3. As to McDevitt Street Bovis, Inc., the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on *December* 31, 1997.
4. Shareholder approval was not required for the merger.

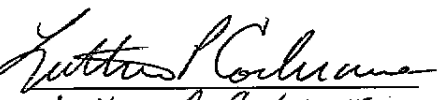
5. The effective time and date of the merger herein provided for the State of Florida shall be at 11:59 p.m. on December 31, 1997.

Executed on *December 31*, 1997.

Bovis Construction Corp.

By: 
Name: John V. Kubilus
Capacity: *Chief Financial Officer*

McDevitt Street Bovis, Inc.

By: 
Name: Luther P. Cochrane
Capacity: *Chairman & Chief Executive Officer*

PLAN OF MERGER
OF
BOVIS CONSTRUCTION CORP.
INTO
MCDEVITT STREET BOVIS, INC.

THIS PLAN OF MERGER dated as of December 31, 1997, is being adopted by the Board of Directors of MCDEVITT STREET BOVIS, INC., a Florida corporation (the "Parent"), pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA"), regarding the merger (the "Merger") of BOVIS CONSTRUCTION CORP., a Delaware corporation (the "Subsidiary") into the Parent on the terms set forth herein.

1. Parties to the Merger. The parties to the Merger are (i) the Parent and (ii) the Subsidiary. The Parent owns all of the issued and outstanding shares of Common Stock, without par value, of the Subsidiary ("Subsidiary Common Stock"). The Subsidiary Common Stock owned by the Parent are only shares of capital stock of the Subsidiary issued and outstanding.

2. The Merger. Subject to the conditions set forth herein, the Subsidiary shall be merged into the Parent with the effect provided for in Section 607.1106(1) of the FBCA. The separate corporate existence of the Subsidiary pursuant to the laws of the State of Delaware shall cease and the Parent will continue in existence and will be the surviving corporation in the Merger, and will continue its corporate existence under the laws of State of Florida, including, but not limited to, the FBCA.

3. Effective Time of the Merger. The Merger shall become effective at the time specified in the Articles of Merger with the Secretary of State of the State of Florida pursuant to Section 607.1104(c)(4) of the FBCA, or, absent such specification, upon the filing of such Articles of Merger.

4. Cancellation of Shares of Subsidiary. At the effective time of the Merger, all of the issued and outstanding shares of Subsidiary Common Stock shall not be converted in any manner, but shall be canceled, surrendered and extinguished without consideration.

5. No Notice Required. Because all of the issued and outstanding shares of Subsidiary Common Stock are owned by the Parent, no notice pursuant to Sections 607.1104(1)(d), 607.1104(2), and 607.1104(2) of the FBCA is required.

6. Powers of the Officers of Parent. The proper officers of Parent are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the Plan of Merger or of the Merger herein provided for.

7. Termination; Abandonment. This Plan of Merger may be terminated and the Merger may be abandoned at any time prior to the filing of the Articles of Merger by action of the Board of Directors of the Parent. In the event of the termination of this Plan of Merger as provided herein, this Plan of Merger shall forthwith become void and there shall be no liability on the part of the Parent with respect thereto.

IN WITNESS WHEREOF, the Parent has caused this Plan of Merger to be executed by an officer thereof thereunto duly authorized.

MCDEVITT STREET BOVIS, INC.

By: *Luther P. Cochran*
Name: *Luther P. Cochran*
Title: *Chairman & Chief Executive Officer*