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KRASNY AND DETTMER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

THE RIVERFRONT BUILDING
304 S. HARBOR CITY BOULEVARD, SUITE 201
POST OFFICE BOX 428
MELBOURNE, FLORIDA 32902-0428
TELEPHONE (321) 723-5646
TELECOPIER (321) 768-1147
<http://www.krasnydettmer.com>

MIKE KRASNY*
mkrasny@krasnydettmer.com
DALE A. DETTMER
ddettmer@krasnydettmer.com
SCOTT KRASNY†
skrasny@krasnydettmer.com

March 9, 2000

FILED
00 MAR 13 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*FLORIDA SUPREME COURT CERTIFIED
MEDIATOR-ARBITRATOR
△BOARD CERTIFIED IN TAXATION
†ALSO CERTIFIED PUBLIC ACCOUNTANT
◇ADMITTED COLORADO BAR

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Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: Merger of DiPrima Enterprises, Inc. into DiPrima Construction
Corporation

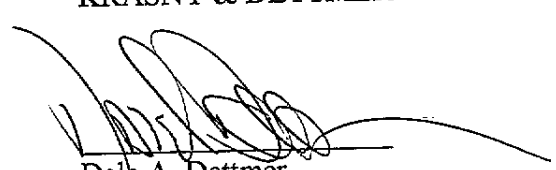
Gentlemen:

Enclosed please find Articles of Merger for the referenced matter together with my check representing the filing fee. Upon completion, please forward one certified copy to the undersigned, the cost of which is included in the enclosed check.

If you have any questions, please feel free to call.

Very truly yours,

KRASNY & DETTMER

*Merger
3-22-00
MS*

Dale A. Dettmer

DAD/men

encs

ARTICLES OF MERGER
Merger Sheet

MERGING:

DIPRIMA ENTERPRISES, INC., a Florida corporation, 519601

INTO

DI PRIMA CONSTRUCTION CORPORATION which changed its name to
DIPRIMA CONSTRUCTION CORPORATION, a Florida entity, 277985

File date: March 13, 2000

Corporate Specialist: Doug Spitler

FILED

00 MAR 13 PM 4:28

ARTICLES OF MERGER
OF
DIPRIMA ENTERPRISES, INC.
WITH AND INTO
DI PRIMA CONSTRUCTION CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, the President of DiPrima Enterprises, Inc., a Florida corporation ("Enterprises") and the President of Di Prima Construction Corporation, a Florida corporation ("Construction"), hereby certifies in connection with the merger of DiPrima Enterprises, Inc. and Di Prima Construction Corporation that:

1. Plan of Merger.

- A. The name and state of incorporation for each of the constituent corporations of the merger is as follows:

DiPrima Construction Corporation Florida
(surviving corporation)

DiPrima Enterprises, Inc.

Florida

- B. Upon filing of these Articles of Merger, Enterprises shall be merged into Construction, with Construction being the surviving corporation of the merger and the separate corporate existence of Enterprises shall cease. All property, rights, privileges, policies and franchises of Enterprises shall vest in Corporation and all debts, liabilities and duties of Enterprises shall become the debts, liabilities and duties of Construction.
- C. Each issued and outstanding share of common stock of Enterprises shall, upon filing of these Articles of Merger be automatically converted into twelve and 38/100ths (12.38) shares of Construction common stock.
- D. The Articles of Incorporation of Corporation, as in effect immediately prior to the filing of these Articles of Merger shall remain the Articles of Incorporation of Construction.

2. These Articles of Merger shall be effective when signed for federal tax purposes and upon filing for state purposes.

3. The terms of merger contained in these Articles of Merger have been approved, adopted, certified, executed and acknowledged by (a) the shareholders of Construction by unanimous

written consent on November 1, 1999, and (b) the directors of Construction during a special meeting held on November 1, 1999.

4. The terms of merger contained in these Articles of Merger have been approved, adopted, certified, executed and acknowledged by (a) the shareholders of Enterprises by unanimous written consent on November 1, 1999, and (b) the directors of Enterprises during a special meeting held on November 1, 1999.

IN WITNESS WHEREOF, each of the undersigned has made and subscribed to these Articles of Merger, this 5 day of November, 1999.

DiPrima Enterprises, Inc., a
Florida corporation

By: Joseph R. DiPrima
Joseph R. DiPrima, President

DiPrima Construction Corporation
a Florida corporation

By: Joseph R. DiPrima
Joseph R. DiPrima, President