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810156-
 August 24, 2000

FILED
 AUG 24 PM 4:55
 STATE
 TALLAHASSEE FLORIDA

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Lehigh Corporation (Merger)

Filing Evidence

Plain/Confirmation Copy

Certified Copy (12)

TWELVE CERTIFIED'S

Retrieval Request

Photocopy

Certified Copy

Type of Document

Certificate of Status

Certificate of Good Standing

Articles Only

Merger

All Charter Documents to Include
 Articles & Amendments

Certificate of Fictitious Name

EFFECTIVE DATE
 8/31/00

300003372533--1
 -08/25/00--01005--002
 *****210.00 *****105.00

300003372533--1
 -08/25/00--01005--003
 *****140.00 *****70.00

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 00 AUG 24 PM 4:54
 TALLAHASSEE, FLORIDA

File lot

APR 8/25/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUGARMILL WOODS COMMUNITIES, INC., a Florida corporation 307048

PALM COAST HOLDINGS, INC., a Florida corporation 309000

INTO

LEHIGH CORPORATION, a Florida entity, 334700

File date: August 24, 2000, effective August 31, 2000

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
8/31/00

ARTICLES OF MERGER BETWEEN
LEHIGH CORPORATION,
SUGARMILL WOODS COMMUNITIES, INC.
AND
PALM COAST HOLDINGS, INC.

FILED
00 AUG 24 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105, *Florida Statutes*, Sugarmill Woods Communities, Inc., a Florida corporation ("Sugarmill"), Palm Coast Holdings, Inc., a Florida corporation ("Palm Coast") and Lehigh Corporation ("Lehigh"), a Florida corporation and sole shareholder of both Sugarmill and Palm Coast, adopt the following Articles of Merger for the purpose of merging Sugarmill and Palm Coast into Lehigh, the later of which is to survive the merger.

ARTICLE I

The name and jurisdiction of the surviving corporation is:

Lehigh Corporation, a Florida corporation

ARTICLE II

The name and jurisdiction of each merging corporation are:

Sugarmill Woods Communities, Inc., a Florida corporation

Palm Coast Holdings, Inc., a Florida corporation

ARTICLE III

The Plan of Merger is attached.

ARTICLE IV

The merger shall become effective on the 31st day of August, 2000, which is a date after the Articles of Merger are filed with the Florida Department of State.

ARTICLE V

Pursuant to Section 607.1104, *Florida Statutes*, Shareholder approval of the Plan of Merger was not required.

ARTICLE VI

The Plan of Merger was adopted by the board of directors of the surviving corporation on August 23, 2000. The number of votes cast in favor of the merger were sufficient for approval.

ARTICLE VII

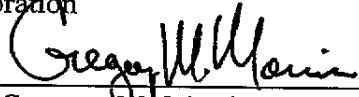
The Plan of Merger was adopted by the board of directors of Sugarmill, a merging corporation on August 23, 2000. The number of votes cast in favor of the merger were sufficient for approval.

ARTICLE VIII

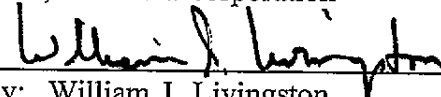
The Plan of Merger was adopted by the board of directors of Palm Coast, a merging corporation on August 23, 2000. The number of votes cast in favor of the merger were sufficient for approval.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 23rd day of August, 2000.

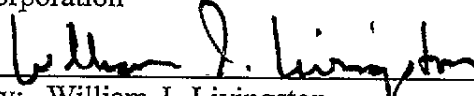
LEHIGH CORPORATION, a Florida corporation


By: Gregory M. Morris
Its: President

SUGARMILL WOODS COMMUNITIES, INC., a Florida corporation


By: William I. Livingston
Its: President

PALM COAST HOLDING, INC., a Florida corporation


By: William I. Livingston
Its: President

**PLAN OF MERGER BETWEEN
LEHIGH CORPORATION, SUGARMILL WOODS COMMUNITIES, INC.,
AND
PALM COAST HOLDINGS, INC.**

The following Plan of Merger, which was adopted and approved by the board of directors of each of the following, Lehigh Corporation, a Florida corporation ("Surviving Corporation"), Sugarmill Woods Communities, Inc., a Florida corporation ("Sugarmill"), and Palm Coast Holdings, Inc., a Florida corporation ("Holdings"), in accordance with section 607.1104, *Florida Statutes*, is being submitted in accordance with section 607.1104, *Florida Statutes*.

1. The names of the parent and subsidiary corporations are as follows:

Parent:	Lehigh Corporation
Subsidiary:	Sugarmill Woods Communities, Inc. Palm Coast Holdings, Inc.

2. Lehigh Corporation is the surviving entity. The name and jurisdiction of each party to this merger is Florida.

3. On the effective date of the merger the general terms and conditions of the merger are: (i) the separate existence of Sugarmill and Holdings shall cease and Sugarmill and Holdings shall be merged with and into Surviving Corporation, (ii) the Articles of Incorporation of Surviving Corporation in effect immediately prior to the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation, (iii) the Bylaws of Surviving Corporation in effect immediately prior to the effective date of the merger shall be the Bylaws of the Surviving Corporation, and (iv) the Federal Employer Identification Number ("FEI") assigned to Surviving Corporation shall remain the FEI used for the Surviving Corporation.

4. Surviving Corporation is the sole shareholder of Sugarmill and Holdings. The manner and basis of converting the shares of Sugarmill, Holdings and Surviving Corporation into the shares of the Surviving Corporation is as follows: On the effective date of the merger, all shares held by the Surviving Corporation of both Sugarmill and Holdings shall be redeemed by the Surviving Corporation. Each share of Surviving Corporation shall remain the same.

5. Shareholders of the subsidiary, which there are none except for the Surviving Corporation, are entitled to vote and dissent from the merger pursuant to section 607.1320, *Florida Statutes*, and may be entitled to the payment of fair value for their shares.

6. Surviving Corporation is the sole shareholder of Sugarmill and Holdings and hereby waives the notice provisions in section 607.1104(2)+(3), *Florida Statutes*.

Waiver of Notice Regarding Articles of Merger

I, Frank A. Ford, as president of LEHIGH ACQUISITION CORPORATION, a Delaware corporation, as sole shareholder of LEHIGH CORPORATION, a Florida corporation, hereby acknowledge receipt and review, pursuant to the requirements of the Florida Statutes, of that certain Plan of Merger, dated August 23, 2000, wherein SUGARMILL WOODS COMMUNITIES, INC., and PALM COAST HOLDINGS, INC., are being merged into LEHIGH CORPORATION, their sole shareholder. I hereby waive any and all notice and deadlines provided by the laws of the state of Florida, or by the Articles of Incorporation or Bylaws of said corporation, and do hereby consent to the immediate filing of the Articles of Merger with the Secretary of State for the state of Florida.

Dated this 23rd day of August, 2000.

LEHIGH ACQUISITION CORPORATION,
a Delaware corporation



Frank A. Ford, President