

431888

GOLDSTEIN, BUCKLEY, CECHMAN, RICE & PURTZ, P.A.
ATTORNEYS AT LAW

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*BOARD CERTIFIED CIVIL TRIAL
*BOARD CERTIFIED BUSINESS LITIGATION

Writer's Direct Line:
(941) 332-9425

December 29, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
ATTN: Mergers
409 E. Gaines Street
Tallahassee, Florida 32399

100002726151--9
-12/30/98--01043--004
*****78.75 *****78.75

Re: Flordeco, Inc./Palace Construction Company, Inc. - Merger

Dear Sir or Madam:

Enclosed herein please find an original and one copy of Plan of Merger regarding the above referenced Florida corporations. Kindly file the original and provide the undersigned with a certified copy, together with your Certificate of Merger, in the enclosed, self-addressed, postage prepaid envelope.

Our firm check in amount of \$78.75 in enclosed, representing merger fees of \$35.00 per corporation and \$8.75 for certified copy.

Your immediate attention to this matter is appreciated.

Very truly yours,

GOLDSTEIN, BUCKLEY, CECHMAN,
RICE & PURTZ, P.A.

J. JEFFREY RICE

JJR:ess

Enclosures

P.S. Copies of Resolutions of the two corporations, Waivers of Notice of Special Meeting and printouts of corporate information are also enclosed herein for your information.

OTHER OFFICES

CAPE CORAL
(941) 574-5575

LEHIGH ACRES
(941) 368-6101

NAPLES
(941) 262-4888

PORT CHARLOTTE
(941) 624-2393

GOLDSTEIN, BUCKLEY, CECHMAN, RICE & PURTZ, P.A.

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*BOARD CERTIFIED CIVIL TRIAL
+ BOARD CERTIFIED BUSINESS LITIGATION

Writer's Direct Line:
(941) 332-9425

January 15, 1999

Florida Department of State
Division of Corporations
ATTN: Thelma - Mergers
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Flordeco, Inc./Palace Construction Company, Inc. - Merger

Dear Thelma:

On December 29, 1998, a Plan of Merger was forwarded to your office regarding the above referenced matter, together with the appropriate resolutions and waivers, and our check to cover merger fees and certified copy.

Pursuant to your recent telephone conversation with my legal assistant, enclosed herein please find original and one copy of the duly executed Articles of Merger. I would appreciate your filing the merger documents and providing our office with a Certificate of Merger.

Your immediate attention to this matter is appreciated.

Very truly yours,

**GOLDSTEIN, BUCKLEY, CECHMAN,
RICE & PURTZ, P.A.**


J. JEFFREY RICE

JJR:ess

Enclosures

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ARTICLES OF MERGER
Merger Sheet

MERGING:

PALACE CONSTRUCTION COMPANY, INC., a Florida corporation, 388256

INTO

FLORDECO, INC., a Florida corporation, 431888

File date: January 21, 1999

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

THESE ARTICLES OF MERGER, made effective December 31, 1998, between FLORDECO, INC., a Florida corporation (hereinafter referred to as "FLORDECO" or "Surviving Corporation"), and PALACE CONSTRUCTION COMPANY, INC., a Florida corporation (hereinafter referred to as "PALACE");

WHEREAS, Surviving Corporation and PALACE have entered into a Plan of Merger, a true and correct copy of which is attached hereto and incorporated herein by reference; and

WHEREAS, in conjunction therewith, Surviving Corporation and PALACE have each obtained the appropriate corporate resolution;

NOW, THEREFORE, pursuant to the provisions of Section 607.1105, Florida Statutes, Surviving Corporation is herewith submitting these Articles of Merger to Florida Department of State for filing, further stating as follows:

1. The attached Plan of Merger has been approved by each domestic corporation that is a party to this merger.

2. The effective date of the merger shall be December 31, 1998 or the date of filing these Articles of Merger.

3. The Surviving Corporation shall be FLORDECO, INC., a Florida corporation, whose address is 3591 Fowler Street, Fort Myers, Florida 33901.

FLORDECO, INC.

Date: 1/12/99

BY: [Signature]
T. R. CRONIN, Director/Shareholder

Date: _____

BY: [Signature]
G. LABODA, Director/Shareholder

PALACE CONSTRUCTION COMPANY, INC.

Date: 1/12/99

BY: [Signature]
THOMAS R. CRONIN, President

99 JAN 21 PM 3:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

THIS AGREEMENT made effective December 31, 1998, between FLORDECO, INC., a Florida corporation (hereinafter referred to as "FLORDECO" or "Surviving Corporation"), and PALACE CONSTRUCTION COMPANY, INC., a Florida corporation (hereinafter referred to as "PALACE");

WHEREAS, the parties to this agreement desire to merge PALACE into FLORDECO;

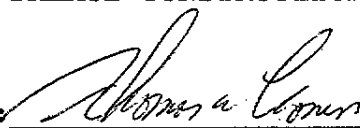
NOW, THEREFORE, the parties agree as follows:

1. PALACE shall merge into FLORDECO.
2. The merger shall be effective upon FLORDECO's filing the appropriate Certificate of Merger with the Florida Secretary of State's office or December 31, 1998, whichever shall first occur.
3. All of the outstanding stock of PALACE is currently owned by FLORDECO. Therefore, upon merger, the stock in PALACE previously owned by FLORDECO shall become treasury stock of FLORDECO. Accordingly, any assets of PALACE shall become assets of FLORDECO.
4. A Certificate of Merger shall be filed pursuant to the provisions of Section 607.1101, Florida Statutes.
5. The Articles of Incorporation and Bylaws of FLORDECO shall be and remain the Articles of Incorporation and Bylaws of the Surviving Corporation unless and until altered, amended or appealed.
6. The Officers and Directors of FLORDECO in office as of the effective date of the merger shall continue in office and shall constitute the Officers and Directors of FLORDECO for the term elected, until their respective successors shall be elected or appointed and qualified.

7. FLORDECO shall bear the expenses of accomplishing the merger.

8. This merger is being accomplished pursuant to the Resolutions of the Shareholders and Directors of FLORDECO and PALACE, copies of which are attached hereto and incorporated herein by reference.

PALACE CONSTRUCTION COMPANY, INC.

BY: 
THOMAS R. CRONIN, President

FLORDECO, INC.

BY: 
T. R. CRONIN, Chairman

RESOLUTION

Pursuant to a Special Meeting of all Shareholders and Directors of FLORDECO, INC., a Florida corporation, wherein it has been determined that it is in the best interest of FLORDECO, INC. for PALACE CONSTRUCTION COMPANY, INC., a Florida corporation, to merge into FLORDECO, INC.;

NOW, THEREFORE, be it RESOLVED that the appropriate Officers of this corporation are hereby authorized and directed to enter into a Plan of Merger with PALACE CONSTRUCTION COMPANY, INC., so as to merge said corporation into this corporation.

DATED this 28th day of December, 1998.



T. R. CRONIN, Director/Shareholder



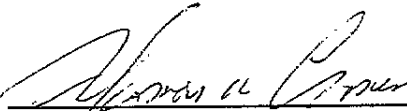
G. LABODA, Director/Shareholder

RESOLUTION

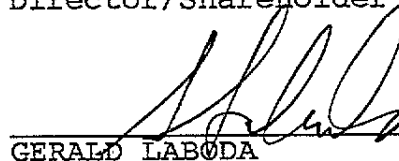
Pursuant to a Special Meeting of all Shareholders and Directors of PALACE CONSTRUCTION COMPANY, INC., a Florida corporation, wherein it has been determined that it is in the best interest of PALACE CONSTRUCTION COMPANY, INC. for PALACE CONSTRUCTION COMPANY, INC., a Florida corporation, to merge into FLORDECO, INC., a Florida corporation;

NOW, THEREFORE, be it RESOLVED that the appropriate Officers of this corporation are hereby authorized and directed to enter into a Plan of Merger with FLORDECO, INC., so as to merge said corporation into this corporation.

DATED this 28th day of December, 1998.



THOMAS. R. CRONIN
Director/Shareholder

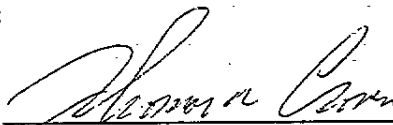


GERALD LABODA
Director/Shareholder

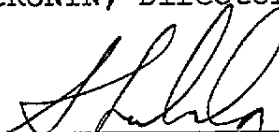
WAIVER OF NOTICE OF SPECIAL MEETING OF
DIRECTORS AND SHAREHOLDERS OF FLORDECO, INC.

We, the undersigned, being all of the Directors and Shareholders of FLORDECO, INC., severally waive notice and call of the time, place and purpose of the Special Meeting of Directors and Shareholders of said corporation, and do hereby consent that the time and place for holding said meeting shall be 8:00 A.M., on the 28th day of December, 1998, at 3591 Fowler Street, Fort Myers, Florida 33901, and do hereby further consent to the transaction of such business as may lawfully come before said meeting.

Dated: December 28, 1998



T. R. CRONIN, Director/Shareholder

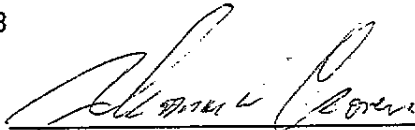


G. LABODA, Director/Shareholder

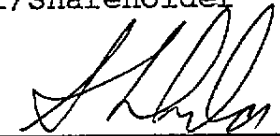
WAIVER OF NOTICE OF SPECIAL MEETING
OF DIRECTORS AND SHAREHOLDERS
OF PALACE CONSTRUCTION COMPANY, INC.

We, the undersigned, being all of the Directors and Shareholders of PALACE CONSTRUCTION COMPANY, INC., severally waive notice and call of the time, place and purpose of the Special Meeting of Directors and Shareholders of said corporation, and do hereby consent that the time and place for holding said meeting shall be 8:00 A.M., on the 28th day of December, 1998, at 3591 Fowler Street, Fort Myers, Florida 33901, and do hereby further consent to the transaction of such business as may lawfully come before said meeting.

Dated: December 28, 1998



THOMAS R. CRONIN
Director/Shareholder



GERALD LABODA
Director/Shareholder