

519192

ARTICLES OF MERGER
Merger Sheet

MERGING:

DON'S ELECTRIC AND LIGHTNING CONTROL, INC., a Florida corporation,
document number 519192

INTO

DON'S CONTRACTING SERVICES, INC., a Tennessee corporation not
qualified in Florida.

File date: December 23, 1996, effective January 1, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00

519192

1201 HAYS STREET
TALLAHASSEE, FL 32301-07
904-231-9171
904-231-0393 FAX

80-34-8086



PREMIER
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198428 5021572

AUTHORIZATION :

Patricia Piquero

COST LIMIT : \$ 70.00

ORDER DATE : December 23, 1996

ORDER TIME : 8:51 AM

ORDER NO. : 198428-005

300002035863--3

CUSTOMER NO: 5021572

CUSTOMER: Ms. Jane Walker
Grocock Loftis & Abramson
Suite 200
126 East Jefferson Street
Orlando, FL 32801

EFFECTIVE DATE

12-1-97

ARTICLES OF MERGER

DON'S ELECTRIC AND LIGHTING
CONTROL, INC.

INTO

DON'S CONTRACTING SERVICES,
INC.

DIVISION OF CORPORATION

96 DEC 23 AM 9:50

RECEIVED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

Merger
PRG
12/23

ARTICLES OF MERGER OF

DON'S ELECTRIC AND LIGHTNING CONTROL, INC.

INTO

DON'S CONTRACTING SERVICES, INC.

EFFECTIVE DATE

1-1-97

Pursuant to Florida Statutes Sections 607.1105 and 607.1107, Don's Contracting Services, Inc., a Tennessee corporation, and Don's Electric and Lightning Control, Inc., a Florida corporation, hereby adopt these Articles of Merger.

1. The name of the corporation surviving the merger (the "Surviving Corporation") is Don's Contracting Services, Inc.

2. The name of the nonsurviving corporation of the merger (the "Absorbed Corporation") is Don's Electric and Lightning Control, Inc.

3. The Agreement and Plan of Merger ("Plan") is set forth in Exhibit "A," attached hereto and made a part hereof.

4. The Plan was adopted by the Board of Directors of the Surviving Corporation on December 19th, 1996. Pursuant to the provisions of Section 48-21-104(h), Tennessee Statutes, the approval of the shareholders of the Surviving Corporation is not required for the merger.

5. The Plan was adopted by the Board of Directors and was unanimously approved by the Shareholders of the Absorbed Corporation on December 19th, 1996. The number of votes cast by the shareholders for the merger was sufficient for approval by the shareholders.

6. These Articles of Merger shall be effective on January 1, 1997.

Dated this 19th day of December, 1996.

DON'S CONTRACTING SERVICES, INC.

By: Donald H Burchnell
Name: DONALD H BURCHNELL
Title: President

DON'S ELECTRIC AND LIGHTNING
CONTROL, INC.

By: Donald H Burchnell
Name: DONALD H BURCHNELL
Title: President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan") is adopted this 19th day of December, 1996, by Don's Contracting Services, Inc., a Tennessee corporation (the "Surviving Corporation"), and Don's Electric and Lightning Control, Inc., a Florida corporation (the "Absorbed Corporation").

Background

The Surviving Corporation is a corporation organized and validly existing under the laws of the State of Tennessee.

The Absorbed Corporation is a corporation organized and validly existing under the laws of the State of Florida.

The Board of Directors of each of the Surviving Corporation and the Absorbed Corporation deem it desirable and in the best business interests of each of the corporations and their respective shareholders that the Absorbed Corporation be merged with and into the Surviving Corporation, with the Surviving Corporation being the corporation surviving the merger.

Terms of Plan

1. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation, with the Surviving Corporation being the corporation surviving the merger.
2. Terms and Conditions. On the Effective Date of the merger, as defined herein, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all of the property, real, personal and mixed, of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.
3. Cancellation of Shares. The Surviving Corporation and the Absorbed Corporation have identical shareholders. Upon the Effective Date, each outstanding and issued share of common stock of the Absorbed Corporation, by virtue of the merger and without further action on the part of the holder thereof, shall be automatically canceled. Each shareholder of the Surviving Corporation whose shares were outstanding immediately prior to the Effective Date will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
4. Articles of Incorporation. The articles of Incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the Effective Date.
5. Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date.

6. Officers and Directors. The directors and officers of the Surviving Corporation on the Effective Date shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. Expenses of Merger. The Surviving Corporation shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing the merger.

8. Approval of Plan. This Plan of Merger shall be approved by the consent of the Board of Directors of the Surviving Corporation. Pursuant to the provisions of Section 48-21-104(h), Tennessee Statutes, the approval of the shareholders of the Surviving Corporation is not required for the merger. This Plan of Merger shall be approved by the consents of the Board of Directors and the Shareholders of the Absorbed Corporation.

9. Effective Date of Merger. The effective date ("Effective Date") of this merger shall be January 1, 1997.

10. Rights of Shareholders of Absorbed Corporations. The provisions of Sections 607.1301, 1302, and 1320, Florida Statutes shall govern the right of dissenting Shareholders of the Absorbed Corporation, if any, to the merger.

12. Florida Law Provisions Regarding Merger with Foreign Corporation. Pursuant to the provisions of Section 607.1107(2), upon the Effective Date, the Surviving Corporation shall be deemed (i) to have appointed the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders, if any of the Absorbed Corporation, and (ii) to have agreed that it will promptly pay to the dissenting shareholders, if any, of the Absorbed Corporation the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

13. Amendment/Abandonment of Plan. The Boards of Directors of each the Surviving Corporation and the Absorbed Corporation may amend this Plan at any time prior to filing Articles of Merger with the Secretary of State of Florida, subject to the provisions of Section 607.1103(8), Florida Statutes. The planned merger may be abandoned in Florida by the Boards of Directors of either the Surviving Corporation or the Absorbed Corporation (subject to contractual rights) at any time prior to filing Articles of Merger with the Secretary of State of Florida, and at any time prior to the Effective Date in Tennessee by filing with the Secretary of State of Tennessee a statement of abandonment executed by both the Surviving Corporation and the Abandoned Corporation.

[signatures on following page]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the day and year first above written, to become effective as provided for herein.

"SURVIVING CORPORATION"

DON'S CONTRACTING SERVICES, INC.,
a Tennessee corporation

By: Donald H Burchnell
Name: DONALD H BURCHNELL
Title: PRESIDENT

"ABSORBED CORPORATION"

DON'S ELECTIC AND LIGHTNING
CONTROL, INC.

By: Donald H Burchnell
Name: DONALD H BURCHNELL
Title: PRESIDENT

forms/corpdon's electric planmerge