

597390



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 585319 121767A

AUTHORIZATION :

Patricia Kizut

COST LIMIT : \$ 70

FILED
00 FEB 11 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 11, 2000

ORDER TIME : 10:03 AM

ORDER NO. : 585319-005

CUSTOMER NO: 121767A

*Merger &
Name
Change*

CUSTOMER: Ms. Heather Irving
Karp & Genauer, P.a.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

RECEIVED
00 FEB 11 AM 10:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

DESIGN KONTRACTORS, INC.

600003132466-12

INTO

DITOCO CONSTRUCTION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

ASR

2/11/00

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DESIGN KONTRACTORS, INC., a Florida corporation V11624

INTO

DITOCOCO CONSTRUCTION, INC. which changed its name to

DITOCOCO KONSTRUCTION, INC., a Florida entity, 597390.

File date: February 11, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER
OF
DESIGN KONTRACTORS, INC.
(a Florida corporation)
INTO
DITOCO CONSTRUCTION, INC.
(a Florida corporation)**

FILED
00 FEB 11 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1101 of the Florida Business Corporation Act (the "Act"), DiTocco Construction, Inc., a Florida corporation (the "Surviving Company"), hereby submits these Articles of Merger for the purpose of merging Design Kontractors, Inc., a Florida corporation (the "Merged Company"), with and into the Surviving Company:

FIRST: The name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name/Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Design Kontractors, Inc. 1701 E. Atlantic Blvd. Pompano Beach, FL 33060	Florida	Corporation
Florida Document/Registration Number:	<u>V11624</u>	FEI Number: <u>65-0312325</u>

SECOND: The name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name/Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
DiTocco Construction, Inc. 2114 N.E. 21 st Street Fort Lauderdale, FL 33305	Florida	Corporation
Florida Document/Registration Number:	<u>597390</u>	FEI Number: <u>59-1871425</u>

THIRD: The attached Plan of Merger meets the requirements of section 607.1101 of the Act, and was approved by shareholders of the Merging Company on January 1, 1999 and by the shareholders of the Surviving Company on January 1, 1999.

FOURTH: This Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

Executed as of the 1st day of January, 1999.

DITOCO CONSTRUCTION, INC., a Florida
corporation

By: 

Anthony DiTocco, III, President

DESIGN KONTRACTORS, INC., a Florida
corporation

By: 

Thomas H. DiGiorgio, Jr., President

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AGREEMENT AND PLAN OF MERGER

This *AGREEMENT AND PLAN OF MERGER* ("Agreement"), is entered into by and between **DESIGN KONTRACTORS, INC.**, a Florida corporation (the "Merging Company"), and **DITOCO CONSTRUCTION, INC.**, a Florida corporation ("DTCI"). The Merging Company and DTCI are herein collectively referred to as the "Companies".

WHEREAS, each of the Companies is a corporation organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, each of the Companies have identical shareholders who own identical interests in each Company;

WHEREAS, in order to facilitate the Companies' businesses, the respective directors of the Companies deem it advisable and in the best interests of the Companies that the Merging Company merge into DTCI (the "Merger") pursuant to the terms of this Agreement, and that DTCI be the surviving corporation of such Merger;

NOW, THEREFORE, for and in consideration of the premises and the mutual agreements and covenants contained herein, the receipt and sufficiency of which the Companies hereby acknowledge, the Companies hereby agree that the Merging Company shall be merged into DTCI (sometimes hereinafter referred to as the "Surviving Corp.") and that the terms and conditions of the Merger shall be as follows:

FIRST: The name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Design Kontractors, Inc.	Florida

SECOND: The name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
DiTocco Construction, Inc.	Florida

THIRD: The terms and conditions of the Merger are as follows:

Section 1. Surviving Corporation; Registered Office. Subject to the provisions of this Agreement, at the Effective Time (as defined below), the Companies shall be merged into a single corporation as follows: (i) the Merging Company shall merge with and into DTCL, which shall be the Surviving Corp. and which shall exist by virtue of and be governed by the laws of the State of Florida, (ii) the address of DTCL's registered office and principal office in the State of Florida shall be changed to 24 N.E. 24th Avenue, Pompano Beach, Florida 33062 and (iii) the Surviving Corp. shall be named "DiTocco Konstruction, Inc."

Section 2. Effective Time. The Merger shall be effective, and the "Effective Time" of the Merger shall be, immediately upon filing the Articles of Merger with the Florida Secretary of State.

Section 3. Effect of Merger.

(a) At the Effective Time, the separate existences of the Merging Company and DTCL shall be merged into and continued in the Surviving Corp., and the Surviving Corp. shall be deemed to be the same as the Merging Company and DTCL. All rights, franchises and interests of the Merging Company and DTCL, respectively, in and to any type of property, contract and chose in action shall be transferred to and vested in the Surviving Corp. by virtue of the Merger without any deed or other transfer. The Surviving Corp., without the intervention of any court or otherwise, shall hold and enjoy all rights of property, franchises and interests, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by the Merging Company and DTCL, respectively, immediately prior to the Effective Time.

(b) At the Effective Time, the Surviving Corp. shall be liable for all debts, liabilities and obligations of the Merging Company and DTCL. All debts, liabilities and obligations of the Merging Company and DTCL shall be those of the Surviving Corp. as if the Surviving Corp. had itself incurred the debts, liabilities and obligations, and shall not be released or impaired by the Merger. All rights of creditors and other obligees and all liens on the property of either the Merging Company or DTCL shall be preserved unimpaired by the Merger.

(c) No shareholders of either the Merging Company or DTCL will, as a result of the Merger, become personally liable for the liabilities or

obligations of the Surviving Corp. or any other person or entity unless such member consents to becoming personally liable by action taken in connection with this Agreement.

Section 4. Conversion of Interests. At the Effective Time, the shares of the capital stock of Merging Company shall be canceled without consideration and without further action on the part of the owners thereof or the Surviving Corp. At the Effective Time, all shares of DTCL issued and outstanding prior to the Merger shall be deemed to be all of the shares of the capital stock of the Surviving Corp.

Section 5. Articles of Incorporation, Bylaws, Directors and Officers of the Surviving Corp.

(a) The Articles of Incorporation of DTCL, as in effect immediately prior to the Effective Time but amended as hereinafter provided, shall be the Articles of Incorporation of the Surviving Corp. after the Effective Time:

(i) Article I of the Articles of Incorporation of DTCL shall be deleted in its entirety and the following shall be inserted in its place and stead:

ARTICLE I. NAME

The name of the corporation shall be:

DiTocco Konstruction, Inc.

(ii) The Articles of Incorporation of DTCL shall be further amended to change the registered office, principal office and mailing address of DTCL to 24 N.E. 24th Avenue, Pompano Beach, Florida 33062.

(b) The Bylaws of DTCL in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corp. after the Effective Time.

(c) The directors and officers of DTCL immediately prior to the Effective Time shall be the directors and officers of the Surviving Corp. after the Effective Time.

Section 6. Approval. The obligations of the Companies under this Agreement are subject to the approval and adoption of this Agreement and the Merger by the not less than the percentage of the shareholders of each such Company as required by the laws of the state of formation of such Company and the articles of incorporation and bylaws of such Company.

Section 7. Miscellaneous. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed as of the 1st day of January, 1999.

DESIGN KONTRACTORS, INC., a Florida corporation

By: 

Thomas H. DiGiorgio, Jr., President

DITOCO CONSTRUCTION, INC., a Florida corporation

By: 

Anthony DiTocco, III, President

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