

607344

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 22 PM 12:07

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VIA OVERNIGHT MAIL

December 21, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Amendments

Re: Articles of Merger of Conspec-Benjamin, Inc. into Conspec Materials
of Orlando, Inc.

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-12/22/00--01089--001
*****79.75 *****79.75

Gentlemen:

Enclosed please find the original and one copy of the Articles of Merger
for the above-named.

In addition, a check in the sum of \$79.75 is enclosed to cover the cost of the
filing fee and certified copy of the Articles of Merger.

Please file the original of the enclosed Articles of Merger and return a
certified copy to the undersigned. Your prompt attention to this matter would be
greatly appreciated.

Sincerely,


Daniel J. Newman

DJN/dp
enclosures

cc: Conspec Materials of Orlando, Inc.

*Daniel J. Newman gave Authorization
to correct Corporate memo in the title.
1/8/01 JB*

W. SHEPARD JAN 8 2001
V. SHEPARD JAN 8 2001

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

CONSPEC-BENJAMIN, INC., a Florida corporation, J74298

INTO

CONSPEC MATERIALS OF ORLANDO, INC., a Florida entity, 607344

File date: December 22, 2000

Corporate Specialist: Velma Shepard

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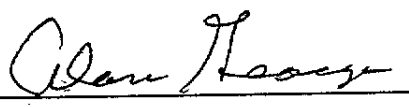
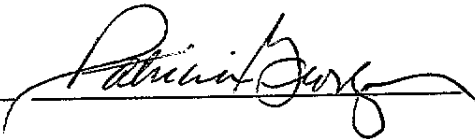
ARTICLES OF MERGER
OF
CONSPEC-BENJAMIN, INC., a Florida corporation,
INTO
CONSPEC MATERIALS OF ~~FLORIDA~~ ^{Orlando}, INC., a Florida corporation

Articles of Merger between **Conspec-Benjamin, Inc.**, a Florida corporation and **Conspec Materials of Orlando, Inc.**, a Florida corporation.

Under §607.1105 of the Florida Business Corporation Act (the "Act"), **Conspec-Benjamin, Inc.** and **Conspec Materials of Orlando, Inc.** adopt the following Articles of Merger:

1. The name and jurisdiction of the **Surviving Corporation** is **Conspec Materials of Orlando, Inc., a Florida Corporation.**
2. The name and jurisdiction of the **Merging Corporation** is **Conspec-Benjamin, Inc., a Florida Corporation.**
3. The Plan of Merger dated December 21st, 2000 ("Plan of Merger"), between **Conspec-Benjamin, Inc.** and **Conspec Materials of Orlando, Inc.** was approved and adopted by the shareholders of **Conspec-Benjamin, Inc.** on December 21st, 2000 and was adopted by the shareholders of **Conspec Materials of Orlando, Inc.** on December 21st, 2000.
4. The Plan of Merger is attached as **Exhibit "A"** and incorporated by reference as if fully set forth.
5. Under the Plan of Merger, all issued and outstanding shares of **Conspec-Benjamin, Inc.**'s stock will be acquired by means of a merger of **Conspec-Benjamin, Inc.** into **Conspec Materials of Orlando, Inc.** with **Conspec Materials of Orlando, Inc.** the surviving corporation ("Merger").
6. The Merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

Signatures for each corporation:

Name of Corporation	Signature	Typed or printed name Individual and title
Conspec Materials of Orlando, Inc.		Alan George Vice President/Director
Conspec Materials of Orlando, Inc.		Patricia George President/Director

Conspec-Benjamin, Inc. Alan George **Alan George**
President/Director

Conspec-Benjamin, Inc. Patricia George **Patricia George**
Secretary/Director

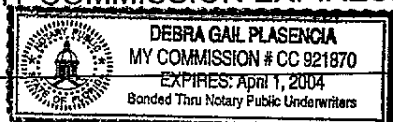
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, personally appeared ALAN GEORGE
and PATRICIA GEORGE, who are to me well known to be the persons described
in and who executed the Articles of Merger, and they acknowledged to and before me that
they executed the same to the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
at Tampa in the said county and state this 21st day of **DECEMBER, 2000**.

Debra Gail Plasencia
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



Debra Gail Plasencia
(Print or Type Name of Notary Public)

Personally known ☒ Produced Identification _____
Type of Identification Produced _____

PLAN OF MERGER

The following merger between **Conspec Materials of Orlando, Inc., a Florida corporation** (the "**Surviving Corporation**") and **Conspec-Benjamin, Inc., a Florida corporation** (the "**Merging Corporation**"). This Plan of Merger is submitted in compliance with §607.1101, F.S., and in accordance with the laws of any other applicable jurisdiction of the corporation.

1. The name and jurisdiction of the **Surviving Corporation** is **Conspec Materials of Orlando, Inc., a Florida corporation**.
2. The name and jurisdiction of the merging corporation is **Conspec-Benjamin, Inc., a Florida corporation**.
3. The Articles of Incorporation of the **Surviving Corporation** in effect immediately before the effective date of the merger (the "Effective Date") shall, without changes, be the Articles of Incorporation of the **Surviving Corporation** from and after the Effective Date, until further as permitted by law.
4. **Distribution to shareholders of the Surviving and Merging Corporation.** On the Effective Date, each share of the **Merging Corporations'** common stock as enumerated that shall be issued and outstanding at the time shall without more be converted into and exchanged for one share of stock of the **Surviving Corporation** in accordance with this Plan. Each share of the surviving stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of **Surviving Corporations'** stock.
5. **Satisfaction of rights of Merging Corporation shareholders.** All shares of the **Surviving Corporation's** stock into which shares of the **Merging Corporations'** stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted stock.
6. **Effective merger.** On the Effective Date, the separate existence of the **Merging Corporation** shall cease, and the **Surviving Corporation** shall be fully vested in the **Merging Corporations'** rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.
7. **Supplemental action.** If at any time after the Effective Date the **Surviving Corporation** shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the **Surviving Corporation** or the **Merging Corporation**, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the **Surviving Corporation**, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the

EXHIBIT "A"

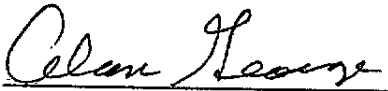
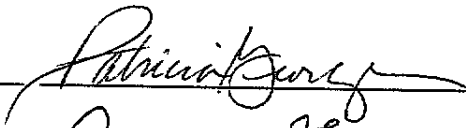

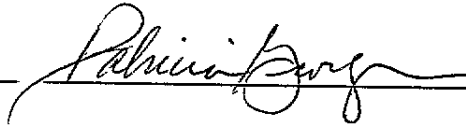
Surviving Corporation, or to otherwise carry out the provisions of this Plan.

8. In filing with the Department of State, the **Merging Corporation** and the **Surviving Corporation** shall cause the respective presidents to execute Articles of Merger, in the form attached to this agreement, and on such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the **Surviving Corporation** to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date" which shall be the filing date of the Articles.

9. **Amendment and waiver.** Any of the terms and conditions of the Plan may be waived at any time by either the **Merging Corporation** or the **Surviving Corporation** which is, or shareholders of which are, entitled to the benefit thereof by action taken by the board of directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the **Merging Corporation** and the **Surviving Corporation** by an agreement in writing executed in the same manner, or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

10. **Termination.** At any time before the Effective Date, this Plan may be terminated and the merger abandoned by mutual consent of the boards of directors of both the **Merging Corporation** and the **Surviving Corporation**, notwithstanding favorable action by the shareholders of the respective corporations.

Signatures for each corporation:

Name of Corporation	Signature	Typed or printed name Individual and title
<u>Conspec Materials of Orlando, Inc.</u>		<u>Alan George Vice President/Director</u>
<u>Conspec Materials of Orlando, Inc.</u>		<u>Patricia George President/Director</u>
<u>Conspec-Benjamin, Inc.</u>		<u>Alan George President/Director</u>
<u>Conspec-Benjamin, Inc.</u>		<u>Patricia George Secretary/Director</u>