



THE UNITED STATES
CORPORATION
COMPANY

623451

ACCOUNT NO. : 072100000032

REFERENCE : 270556 8378A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ PPD

ORDER DATE : February 24, 1997

ORDER TIME : 12:19 PM

ORDER NO. : 270556-005

CUSTOMER NO: 8378A

CUSTOMER: Tompkins A. Foster, Esq
Foster & Kelly
20 North Orange Avenue, #600
P.o. Box 3587
Orlando, FL 32801

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02/24/97--01085--026
*****70.00 *****70.00

ARTICLES OF MERGER

SMALL CONSTRUCTION, INC

INTO

H.L. SMALL CONTRUCTION CO.,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

N. HENDRICKS FEB 25 1997

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SMALL CONSTRUCTION, INC., A FLORIDA CORPORATION, G21412.

INTO

H.L. SMALL CONSTRUCTION CO., INC., a Florida corporation, 623451.

File date: February 24, 1997 , effective February 28, 1997

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER

FILED
97 FEB 24 AM 10:52
SECRET
MILLAN

SMALL CONSTRUCTION, INC. and H. L. SMALL CONSTRUCTION CO., INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger as follows:

1. Plan of Merger is attached as Exhibit "A".
2. The effective date of the Merger is February 28, 1997.
3. SMALL CONSTRUCTION, INC. adopted the Plan of Merger on Feb. 14, 1997, by a vote of the Shareholders and Directors.
4. H. L. SMALL CONSTRUCTION CO., INC. adopted the Plan of Merger on Feb. 14, 1997, by a vote of the Shareholders and Directors.

5. The Articles of Incorporation of the surviving corporation shall remain unchanged.

SMALL CONSTRUCTION, INC.,
a Florida corporation

H. L. SMALL CONSTRUCTION CO., INC.,
a Florida corporation

By: H. L. Small
H. L. SMALL
Its President

By: H. L. Small
H. L. SMALL
Its President

and

Jolene Small
JOLENE SMALL
Its Secretary

and

Jolene Small
JOLENE SMALL
Its Secretary

(CORP. SEAL)

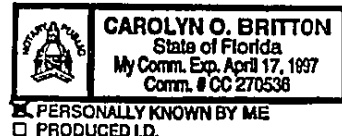
(CORP. SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was personally acknowledged before me this 14th day of February, 1997, by H. L. SMALL, the President of SMALL CONSTRUCTION, INC., a Florida corporation, on behalf of the corporation described in the foregoing instrument. He is personally known to me or has produced _____ as identification.

Carolyn O. Britton (Signature of person taking
acknowledgment)
CAROLYN O. BRITTON (Name typed, printed or stamped)

Notary Public _____ (serial number, if any)

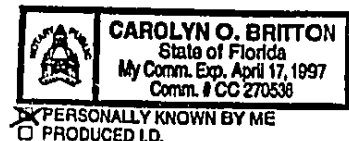


STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was personally acknowledged before me this 14th day of February, 1997, by H. L. SMALL, the President of H. L. SMALL CONSTRUCTION CO., INC., a Florida corporation, on behalf of the corporation described in the foregoing instrument. He is personally known to me or has produced _____ as identification.

Carolyn O. Britton (Signature of person taking
acknowledgment)
CAROLYN O. BRITTON (Name typed, printed or stamped)

Notary Public _____ (serial number, if any)



PLAN OF MERGER

SMALL CONSTRUCTION, INC., a Florida corporation, and H. L. SMALL CONSTRUCTION CO., INC., a Florida corporation, hereby adopt the following Plan of Merger pursuant to § 607.1101, Fla. Stat. (1995).

1. Name of each corporation planning to merge is:

SMALL CONSTRUCTION, INC.

and

H. L. SMALL CONSTRUCTION CO., INC.

2. Name of surviving corporation is H. L. SMALL CONSTRUCTION CO., INC.

3. The terms and conditions of the merger are: See attached Exhibit "1".

4. The manner and basis of converting the shares of each corporation is: see attached Exhibit "1".

5. The manner and basis of converting rights to acquire shares of each corporation is: See attached Exhibit "1".

6. The following are amendments to or a restatement of the Articles of Incorporation of the surviving corporation: The presently existing Articles of H. L. SMALL CONSTRUCTION CO., INC., with all present amendments, if any.



7. The effective date of the merger is February 28, 1997.
8. Other provisions relating to the merger: None.

H. L. Small
H. L. SMALL

H. L. Small
H. L. SMALL

Joelene Small
JOELENE SMALL

Joelene Small
JOELENE SMALL

GARY SMALL
GARY SMALL

As the Board of Directors of
SMALL CONSTRUCTION, INC.,
a Florida corporation

As the Board of Directors of
H. L. SMALL CONSTRUCTION CO., INC.,
a Florida corporation

PROVISIONS FOR PLAN OF MERGER

Terms and Conditions. On the effective date of the merger, 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 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.

Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows: Each share of the common stock of SMALL CONSTRUCTION, INC. issued and outstanding on the effective date of the merger shall be converted into 1.15 share of the common stock of H. L. SMALL CONSTRUCTION CO., INC., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

Changes in Articles of Incorporation. The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

Changes in Bylaws. The Bylaws of the surviving corporation shall continue to be its Bylaws following the effective date of the merger.



Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger 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.

Approval by Stockholders. This Plan of Merger shall be submitted for the approval of the Stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before February 15, 1997, or at such other time as to which the Boards of Directors of the constituent corporations may agree.

Effective Date of Merger. The effective date of this merger shall be February 28, 1997.

Abandonment of Merger. This Plan of Merger may be abandoned by action of the Board of Directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the Stockholders of either the surviving or the absorbed corporation on or before February 25, 1997; or

(b) If, in the judgment of the Board of Directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting Stockholders asserting appraisal rights under the laws of the State of Florida.

Execution of Agreement. This Plan of Merger may be executed in any number of counterparts and each counterpart shall constitute an original instrument.

SMALL CONSTRUCTION, INC.,
a Florida corporation

H. L. SMALL CONSTRUCTION CO., INC.,
a Florida corporation

By: H. L. Small
H. L. SMALL
Its President

By: H. L. Small
H. L. SMALL
Its President

and

Jolene Small
JOLENE SMALL
Its Secretary

and

Jolene Small
JOLENE SMALL
Its Secretary

(CORP. SEAL)

(CORP. SEAL)

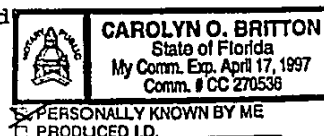
STATE OF FLORIDA
COUNTY OF ORANGE

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Carolyn O. Britton (Signature of person taking
acknowledgment)
CAROLYN O. BRITTON (Name typed, printed or stamped)

Notary Public

(serial number, if any)



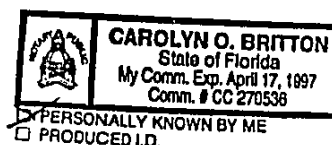
STATE OF FLORIDA
COUNTY OF ORANGE

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acknowledgment)
CAROLYN O. BRITTON (Name typed, printed or stamped)

Notary Public

(serial number, if any)



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