

846293

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Corporation(s) Name

JB Coxwell Contracting Inc
merging into: APAC Florida Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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<input type="checkbox"/> LLC		
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<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
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ARTICLES OF MERGER
Merger Sheet

MERGING:

J.B. COXWELL CONTRACTING, INC., a Florida corporation, G65542

INTO

APAC-FLORIDA, INC., a Delaware entity, 846293

File date: January 31, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
J.B. COXWELL CONTRACTING, INC.
AND
APAC-FLORIDA, INC.

FILED
00 JAN 31 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, organized and existing under Florida and Delaware law, respectively,

DO HEREBY CERTIFY:

First: That the name and state of incorporation of each of the constituent corporations in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
J.B. Coxwell Contracting, Inc.	Florida
APAC-Florida, Inc.	Delaware

Second: That an Agreement and Plan of Merger, annexed hereto and made a part hereof, between the parties to the merger has been approved by each of the constituent corporations in accordance with the requirements of Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida Business Corporation Act. The holders of a majority of the outstanding stock of each of the constituent corporations approved and adopted the Agreement and Plan of Merger on January 31, 2000 by means of written consent in lieu of a meeting as provided in Section 228 of the Delaware General Corporation Law and Section 607.0704 of the Florida Business Corporation Act.

Third: That APAC-Florida, Inc. shall be the surviving corporation of the merger.

Fourth: That the certificate of incorporation of APAC-Florida, Inc. shall constitute the certificate of incorporation of the surviving corporation.

Fifth: That the address of the principal office of APAC-Florida, Inc. is 1451 Myrtle Street, Sarasota, FL 34234.

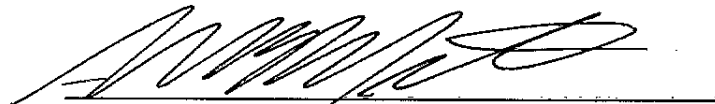
Sixth: That a copy of the Agreement and Plan of Merger will be furnished by APAC-Florida, Inc. on request and without cost, to any stockholder of any constituent corporation.

Seventh: That the effective date of the merger will be January 31, 2000.

Eighth: That APAC-Florida, Inc. is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of J.B. Coxwell Contracting, Inc. pursuant to Florida law. APAC-Florida, Inc. further agrees to promptly pay any amounts said dissenting shareholders are entitled to in accordance with Section 607.1302 of the Florida Business Corporation Act.


IN WITNESS WHEREOF, each of APAC-Florida, Inc. and J.B. Coxwell Contracting, Inc. has caused these Articles of Merger to be executed by a duly authorized officer thereof this 31st day of January, 2000.

APAC-FLORIDA, INC.



William B. Miller
Vice President

J.B. COXWELL CONTRACTING, INC.



William B. Miller
Vice President

**AGREEMENT AND PLAN OF MERGER
MERGING
J.B. COXWELL CONTRACTING, INC.
INTO
APAC-FLORIDA, INC.**

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") made by and between J.B. Coxwell Contracting, Inc. ("Coxwell"), a Florida corporation, and APAC-Florida, Inc. ("APAC-Florida"), a Delaware corporation, which corporations are sometimes referred to herein individually as a "Constituent Corporation" and collectively as "Constituent Corporations."

WITNESSETH:

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable and in the best interests of each of the Constituent Corporations and its stockholders that Coxwell be merged with and into APAC-Florida (hereinafter, in such capacity, sometimes referred to as the "Surviving Corporation"), as permitted by applicable Delaware and Florida law, under and pursuant to the terms hereinafter set forth (the "Merger"); and

WHEREAS, in connection with the reorganization of Coxwell, APAC-Florida and affiliated or related entities, as described in Exhibit A attached hereto, the board of directors of each of Coxwell and APAC-Florida has duly authorized the Merger, which is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, the parties hereto have agreed as follows:

ARTICLE I

PLAN OF MERGER

1.01. Plan Adopted. A plan of merger of each of the Constituent Corporations pursuant to the provisions of Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida Business Corporation Act is adopted as follows:

(a) The Merger. Upon the Effective Date, as hereinafter defined, Coxwell shall be merged with and into APAC-Florida.

(b) Surviving Corporation. The surviving corporation in the Merger shall be APAC-Florida.

(c) Effects of the Merger. Upon the Effective Date, the separate existence of Coxwell shall cease, and the Surviving Corporation shall succeed, without other

transfer, to all the rights and property of Coxwell and shall be subject to all the debts and liabilities of Coxwell as provided in Section 259 of the Delaware General Corporation Law.

(d) Cancellation of Coxwell Common Stock. Each share of stock of Coxwell issued and outstanding immediately prior to the Effective Date, shall be canceled in the Merger and cease to exist as a result thereof and shall not be converted into shares of any stock or entitled to receive any consideration.

(e) Effect of Merger On APAC-Florida Common Stock. Each share of stock of APAC-Florida issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding and shall be unaffected by the Merger.

1.02. Effective Date. The effective time and date of the Merger, herein referred to as the "Effective Date," shall be the time at which an appropriate Certificate of Merger relating to the Merger is filed in the office of the Secretary of State of the State of Delaware in accordance with the provisions of Section 252 of the Delaware General Corporation Law, or such later time as is agreed to by APAC-Florida and Coxwell and stated in such Certificate of Merger.

ARTICLE II

CERTIFICATE OF INCORPORATION AND BYLAWS

2.01. Surviving Corporation. The Certificate of Incorporation and Bylaws of APAC-Florida shall be unaffected by the Merger, and, upon the Effective Date, shall continue in effect as the Certificate of Incorporation and Bylaws of the Surviving Corporation, until amended or repealed in accordance with the provisions thereof and of applicable law.

ARTICLE III

DIRECTORS AND OFFICERS

3.01. Directors. Upon the Effective Date, the directors of APAC-Florida then in office shall be the directors of the Surviving Corporation.

3.02. Officers. All persons who as of the Effective Date shall be officers of APAC-Florida shall remain as officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall otherwise determine. The Board of Directors of the Surviving Corporation may elect or appoint such additional officers as it may determine in accordance with the Bylaws of the Surviving Corporation.

ARTICLE IV

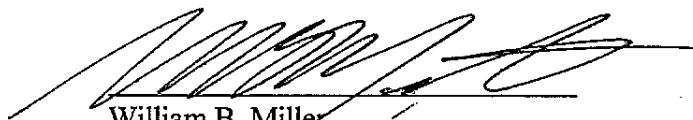
AMENDMENT AND TERMINATION

4.01. Amendment. To the fullest extent permitted by law, this Merger Agreement may be amended by mutual consent of the Boards of Directors of the Constituent Corporations at any time prior to the Effective Date, notwithstanding any approval of this Merger Agreement by the stockholders of either or both of the Constituent Corporations.

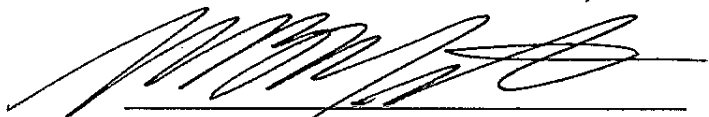
4.02. Termination. To the fullest extent permitted by law, this Merger Agreement may be terminated, and the Merger herein provided for may be abandoned, by mutual consent of the Boards of Directors of the Constituent Corporations at any time prior to the Effective Date, notwithstanding any approval of this Merger Agreement by the stockholders of either or both of the Constituent Corporations.

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the respective Boards of Directors of each Constituent Corporation, is hereby executed on behalf of each Constituent Corporation by a duly authorized officer thereof, this 31st day of January, 2000.

APAC-FLORIDA, INC.


William B. Miller
Vice President

J.B. COXWELL CONTRACTING, INC.


William B. Miller
Vice President

PLAN OF REORGANIZATION

Definitions: APAC Holdings, Inc., a Delaware corporation ("APAC Holdings"), Superfos Construction (U.S.), Inc., a Delaware corporation ("SCUS"), Superfos Investments Limited, a Delaware corporation ("SIL"), Couch Construction, L.P., a Delaware limited partnership ("Couch LP"), Pan American Construction, L.P., a Delaware limited partnership ("Pan Am LP"), Shears Construction, L.P., a Delaware limited partnership ("Shears LP"), Superfos Construction Management, Inc., a Delaware corporation ("SCM"), J.B. Coxwell Contracting, Inc., a Florida corporation ("Coxwell"), APAC-Florida, Inc., a Delaware corporation ("APAC-Florida"), Shears Construction Company, an Oklahoma corporation ("Shears Co."), APAC-Oklahoma, Inc., a Delaware corporation ("APAC-Oklahoma"), Ballew & Roberts Construction, Inc., a Delaware corporation ("Ballew & Roberts"), APAC-Alabama, Inc., a Delaware corporation ("APAC-Alabama"), Harper Bros. Construction, Inc., a Delaware corporation ("Harper"), Gator Asphalt Paving, Inc., a Delaware corporation ("Gator"), and APAC-Kansas, Inc., a Delaware corporation ("APAC-Kansas"), all such entities hereinafter referred to as "the Parties."

The steps of the reorganization shall be as follows, to be carried out in this order; effective as of January 31, 2000:

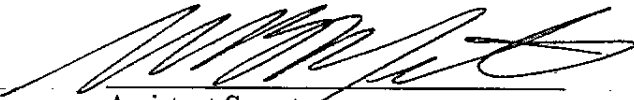
- a) SIL shall be merged with and into SCUS in a reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"), with SCUS surviving.
- b) Couch LP, Pan Am LP, and Shears LP shall be converted into Delaware limited liability companies, such companies hereinafter designated by "LLC".
- c) SCM shall be merged with and into SCUS in a reorganization pursuant to Code Section 368(a)(1)(A), with SCUS surviving.
- d) SCUS shall be merged with and into APAC Holdings in a reorganization pursuant to Code Section 368(a)(1)(A), with APAC Holdings surviving.
- e) Coxwell shall be merged with and into APAC-Florida in a reorganization pursuant to Code Section 368(a)(1)(A), with APAC-Florida surviving.
- f) Shears Co. shall be merged with and into APAC-Oklahoma in a reorganization pursuant to Code Section 368(a)(1)(A), with APAC-Oklahoma surviving.
- g) Ballew & Roberts shall be merged with and into APAC Alabama in a reorganization pursuant to Code Section 368(a)(1)(A), with APAC-Alabama surviving.
- h) Harper shall be merged with and into APAC-Florida in a reorganization pursuant to Code Section 368(a)(1)(A), with APAC-Florida surviving.
- i) Gator shall be merged with and into APAC-Florida in a reorganization pursuant to Code Section 368(a)(1)(A), with APAC-Florida surviving.
- j) The stock of Columbia Constructors, Inc. shall be distributed by Couch LLC to APAC Holdings.

- k) The Alabama and Georgia assets of Couch LLC shall be distributed to APAC Holdings, who shall contribute such assets to the capital of APAC-Alabama and APAC-Georgia, Inc., as appropriate.
- l) Couch LLC shall be merged with and into APAC-Florida in a reorganization pursuant to Code Section 368(a)(1)(A), with APAC-Florida surviving.
- m) Pan Am LLC shall be merged with and into APAC-Florida in a reorganization pursuant to Code Section 368(a)(1)(A), with APAC-Florida surviving.
- n) Shears LLC shall be merged with and into APAC-Kansas in a reorganization pursuant to Code Section 368(a)(1)(A), with APAC-Kansas surviving.

**CERTIFICATE OF ASSISTANT SECRETARY
OF
J.B. COXWELL CONTRACTING, INC.**

I, William B. Miller, Assistant Secretary of J.B. Coxwell Contracting, Inc., a Florida corporation (the "Corporation"), do hereby certify that the Agreement and Plan of Merger to which this certificate is attached, having been duly approved by the Board of Directors of the Corporation, was then adopted and approved by the written consent of the holders of a majority of the outstanding stock of the Corporation entitled to vote thereon pursuant to Section 607.0704 of the Florida Business Corporation Act.

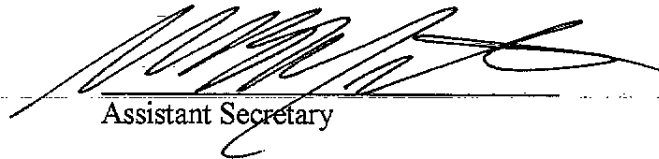
In witness whereof, I have hereunto set my hand this 31st day of January, 2000.


Assistant Secretary

**CERTIFICATE OF ASSISTANT SECRETARY
OF
APAC-FLORIDA, INC.**

I, William B. Miller, Assistant Secretary of APAC-Florida, Inc., a Delaware corporation (the "Corporation"), do hereby certify that the Agreement and Plan of Merger to which this certificate is attached, having been duly approved by the Board of Directors of the Corporation, was then adopted and approved by the written consent of the sole stockholder of the Corporation pursuant to Section 228 of the Delaware General Corporation Law.

In witness whereof, I have hereunto set my hand this 31st day of January, 2000.


Assistant Secretary