

CORPORATE  
ACCESS,  
INC.

F30896

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Merger

1.) Coastal Modular Buildings, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) Mod Tech Holdings, Inc.  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COASTAL MODULAR BUILDINGS, INC., a Florida corporation, F30896

INTO

**MODTECH HOLDINGS, INC.**, a Delaware corporation not qualified in Florida.

File date: June 23, 2000

Corporate Specialist: Doug Spitler

**FILED**

00 JUN 23 PM 1:20

ARTICLES OF MERGER  
OF  
COASTAL MODULAR BUILDINGS, INC.,  
a Florida corporation  
INTO  
MODTECH HOLDINGS, INC.,  
a Delaware corporation

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

- FIRST: The name and jurisdiction of the SURVIVING corporation is:  
  
Modtech Holdings, Inc., a Delaware corporation
- SECOND: The name and jurisdiction of each MERGING corporation is:  
  
Coastal Modular Buildings, Inc., a Florida corporation  
SPI Manufacturing, Inc., a California corporation  
Office Master of Texas, Inc., a Texas corporation  
Rosewood Enterprises, Inc., an Arizona corporation
- THIRD: The Agreement and Plan of Merger is attached hereto as Exhibit A.
- FOURTH: The merger shall become effective as to Coastal Modular Buildings, Inc. on the date the Articles of Merger are filed with the Florida Department of State.
- FIFTH: The Agreement and Plan of Merger was adopted by the board of directors of the surviving corporation on May 3, 2000 and shareholder approval was not required.

SIXTH: The Agreement and Plan of Merger was adopted by the board of directors of each of the merging corporations on May 3, 2000 and shareholder approval was not required.

MODTECH HOLDINGS, INC.,  
a Delaware corporation

By: Patrick Van Den Bossche  
Patrick Van Den Bossche  
Its: President

COASTAL MODULAR  
BUILDINGS, INC.,  
a Florida corporation,

By: Patrick Van Den Bossche  
Patrick Van Den Bossche  
Its: President

SPI MANUFACTURING, INC.,  
a California corporation

By: Patrick Van Den Bossche  
Patrick Van Den Bossche  
Its: President

OFFICE MASTER OF TEXAS,  
INC., a Texas corporation

By: Patrick Van Den Bossche  
Patrick Van Den Bossche  
Its: President

ROSEWOOD ENTERPRISES,  
INC., an Arizona corporation

By: Patrick Van Den Bossche  
Patrick Van Den Bossche  
Its: President

Exhibit A

**Agreement and Plan of Merger**

This Agreement and Plan of Merger (this "Agreement") is entered into on May 3, 2000, among, SPI Manufacturing, Inc., a California corporation, ("SPI"), Office Master of Texas, Inc., a Texas corporation, ("Office Master"), Rosewood Enterprises, Inc., an Arizona corporation, ("Rosewood"), Coastal Modular Buildings, Inc., a Florida corporation, ("Coastal") and Modtech, Inc., a California corporation ("Modtech"). SPI, Office Master, Rosewood and Coastal are sometimes referred to herein as the "Subsidiaries"

**RECITALS**

A. Modtech owns all of the issued and outstanding stock of SPI, Office Master, Rosewood and Coastal.

B. The parties propose to merge the Subsidiaries with and into Modtech with Modtech being the surviving corporation.

C. This Agreement has been approved by the board of directors of each of the Subsidiaries and the board of directors of Modtech.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements contained herein, the parties agree as follows:

**ARTICLE I  
THE MERGER, THE SURVIVING CORPORATION  
AND THE EFFECTIVE DATE**

1.1 Upon the filing of this Agreement and such other documents as are required by the California Corporations Code to be duly filed with the Secretary of State of the State of California, the Subsidiaries shall merge with and into Modtech in accordance with the provisions of this Agreement and the California Corporations Code (the "Merger"), with Modtech being the surviving corporation in the Merger.

1.2 The Merger shall occur and be effective on the date when this Agreement is filed with the California Secretary of State (the "Effective Date").

1.3 Modtech, as the surviving corporation in the Merger (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of California. On the Effective Date, the separate existence and corporate organization of each of the Subsidiaries, except insofar as it may be continued by operation of law, shall be terminated and cease.

**ARTICLE II**  
**ARTICLES OF INCORPORATION, BYLAWS,**  
**AND DIRECTORS OF THE SURVIVING CORPORATION**

2.1 The Articles of Incorporation of Modtech Holdings as in effect immediately before the Effective Date shall be the Articles of Incorporation of the Surviving Corporation until amended or repealed in accordance with the provisions thereof and of applicable law.

2.2 The Bylaws of Modtech Holdings as in effect immediately prior to the Effective Date shall be the laws of the Surviving Corporation, until amended or repealed in accordance with applicable law, the Articles of Incorporation of the Surviving Corporation or such Bylaws.

2.3 The directors of Modtech Holdings in office immediately prior to the Effective Date shall be the directors of the Surviving Corporation from and after the Effective Date (until changed in accordance with applicable law and the Articles of Incorporation and Bylaws of the Surviving Corporation).

**ARTICLE III**  
**TREATMENT OF SHARES OF EACH OF THE**  
**CONSTITUENT CORPORATIONS**

On the Effective Date:

(a) Each share of stock of Modtech Holdings outstanding immediately prior to the Merger shall not be changed or converted as a result of the Merger, but shall remain outstanding as shares of the Surviving Corporation.

(b) Each share of stock of the Subsidiaries outstanding immediately prior to the Merger, all of which are held by Modtech Holdings, shall be canceled in connection with the Merger.

**ARTICLE IV**  
**TRANSFER OF ASSETS AND LIABILITIES**

4.1 On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as a private nature, of each of the Subsidiaries shall be vested in and possessed by the Surviving Corporation, subject to all of the disabilities, duties and restrictions of or upon each of the Subsidiaries; and all rights, privileges, powers and franchises of each of the Subsidiaries, and all property, real, personal and mixed, of each of the Subsidiaries, and all debts due to each of the Subsidiaries on whatever account, and all things in action or belonging to each of the Subsidiaries shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectually the property of the Surviving Corporation as they were of the Subsidiaries, and the title to any real estate vested

by deed or otherwise in each of the Subsidiaries shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of each of the Subsidiaries and of each of their shareholders, directors, and officers shall not be affected and all rights of creditors and all liens upon any property of any of the Subsidiaries shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against any of the Subsidiaries may be prosecuted to judgment as if the Merger had not taken place except as they may be modified with the consent of such creditors, and all debts, liabilities and duties of each of the Subsidiaries shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

4.2 The parties hereto agree that, from time to time as and when requested by the Surviving Corporation, or by its successors and assigns, to the extent permitted by law, the officers and directors of each of the Subsidiaries and of the Surviving Corporation are fully authorized in the name of each of the Subsidiaries, or otherwise, to execute and deliver all such deeds, assignments, confirmations, assurances and other instruments and to take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, confirm in or assure the Surviving Corporation title to and possession of all said property, rights, privileges, powers and franchises and otherwise to carry out the intent and purposes of this Agreement.


#### ARTICLE V MISCELLANEOUS

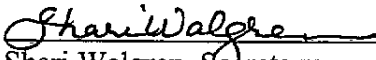
For the convenience of the parties and to facilitate any filing and recording of this Agreement, any number of counterparts hereof may be executed, each of which shall be deemed to be an original of this Agreement but all of which together shall constitute one and the same instrument.

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of California.

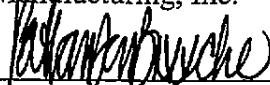
IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Agreement to be executed by the duly authorized officers of each party hereto, all as of the day and year first above written.

Modtech Holdings, Inc.

By:   
Patrick Van Den Bossche, President

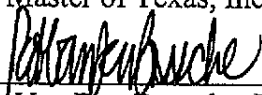
By:   
Shari Walgren, Secretary

SPI Manufacturing, Inc.

By:   
Patrick Van Den Bossche, President

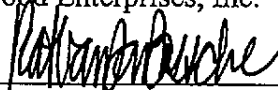
By:   
Shari Walgren, Secretary

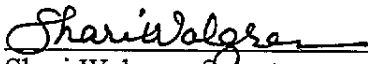
Office Master of Texas, Inc.

By:   
Patrick Van Den Bossche, President

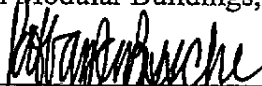
By:   
Shari Walgren, Secretary

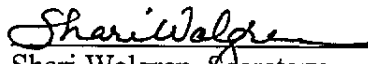
Rosewood Enterprises, Inc.

By:   
Patrick Van Den Bossche, President

By:   
Shari Walgren, Secretary

Coastal Modular Buildings, Inc.

By:   
Patrick Van Den Bossche, President

By:   
Shari Walgren, Secretary