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**MERGER OR SHARE EXCHANGE**

**LAWSON, NOBLE & WEBB, INC.**

Certificate of Status	0
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Page Count	11
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Merger

08/19/03

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**ARTICLES OF MERGER**

**OF**

**LNW MERGER CORP.**

**AND**

**LAWSON, NOBLE & WEBB, INC.**

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging LNW Merger Corp. ("Merger Corp.") with and into Lawson, Noble & Webb, Inc. ("Lawson") as approved and adopted by written consent of the sole shareholder of Merger Corp. entitled to vote thereon given on August 13, 2003, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Lawson entitled to vote thereon given on August 15, 2003, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

2. Lawson will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

3. The merger herein provided for shall be effective upon filing of these Articles of Merger with the Florida Secretary of State.

4. These Articles of Merger may be executed in counterparts, each of which shall be an original, and all such counterparts shall constitute one and the same Articles of Merger, binding on all parties notwithstanding that all the parties are not signatories to the same counterpart.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of the date set forth below.

Date: August 18, 2003

LAWSON, NOBLE & WEBB, INC.

By: 

Name: Robert W. Lawson

Title: President

LNW MERGER CORP.

By: \_\_\_\_\_

Name: Joe A. Hastey

Title: Chief Executive Officer/President

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of the date set forth below.

Date: August 18, 2003

LAWSON, NOBLE & WEBB, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

LNW MERGER CORP.

By:  \_\_\_\_\_  
Name: Joe A. Haste  
Title: Chief Executive Officer/President

## PLAN OF MERGER

PLAN OF MERGER adopted for Lawson, Noble & Webb, Inc., a business corporation organized under the laws of the State of Florida ("Lawson"), by resolution of its Board of Directors on August 15, 2003, and adopted for LNW Merger Corp., a business corporation organized under the laws of the State of Florida ("Merger Corp."), by resolution of its Board of Directors on August 13, 2003. The corporations planning to merge are Lawson and Merger Corp.. The name of the surviving corporation into which Merger Corp. plans to merge is Lawson, Noble & Webb, Inc.

1. Lawson and Merger Corp. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Lawson, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Merger Corp., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation shall be amended and restated as set forth in the Amended and Restated Articles of Incorporation annexed hereto as Exhibit A.

3. The present bylaws of Merger Corp. at the effective time and date of the merger shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of Merger Corp. at the effective time and date of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. All issued and outstanding shares of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, cease to be outstanding and shall be converted into one share of common stock of the surviving corporation. Each issued and outstanding share of the surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into and exchanged for the right to receive a cash payment pursuant to the terms and conditions of that certain Agreement and Plan of Merger entered into by the parties dated July 30, 2003.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed as of the date set forth below.

Date: August 19, 2003

LAWSON, NOBLE & WEBB, INC.

By: 

Name:

Robert W. Lawson

Title:

President

LNW MERGER CORP.

By: \_\_\_\_\_

Name:

Joe A. Hastey

Title:

Chief Executive Officer/President

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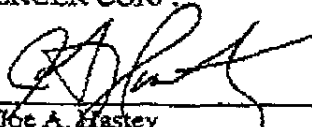
IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed as of the date set forth below.

Date: August 18, 2003

LAWSON, NOBLE & WEBB, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

LNW MERGER CORP.

By:  \_\_\_\_\_  
Name: Joe A. Hasty  
Title: Chief Executive Officer/President



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**EXHIBIT A**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION OF**  
**LAWSON, NOBLE & WEBB, INC.**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**LAWSON, NOBLE & WEBB, INC.**

The undersigned hereby certifies that the following Amended and Restated Articles of Incorporation of Lawson, Noble & Webb, Inc., a Florida corporation ("the Corporation"), are adopted by the Corporation in accordance with the Plan of Merger of the Corporation and LNW Merger Corp., a Florida corporation, with the Corporation surviving the Merger, effective upon the filing of the Articles of Merger.

**ARTICLE I  
NAME**

The name of the Corporation is: Lawson, Noble & Webb, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 420 Columbia Drive, Suite 110, West Palm Beach, FL 33409.

**ARTICLE III  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

**ARTICLE IV  
SHARES**

The total number of shares which the Corporation shall have authority to issue is 1,000. All such shares are to be Common Stock, par value of \$.01 each per share, and are to be of one class.

**ARTICLE V  
DIRECTOR**

The name and mailing address of the person who is to serve as the director of the Corporation until the annual meeting of shareholders of the Corporation, or until his successor is duly elected and qualified, is Joe A. Hastey whose address is Arcadis G&M, Inc., 630 Plaza Drive, Suite 200, Highlands Ranch, CO 80129

The governing body of this Corporation shall be a Board of Directors. The number of Directors may, from time to time, be increased or decreased in such manner as shall be provided in the Bylaws of this Corporation.

**ARTICLE VI  
REGISTERED AGENT**

The Florida address of the registered office of the corporation is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida. The name of the registered agent at such address is CT Corporation System.

LAWSON, NOBLE & WEBB, INC.

By: 

Name: Robert W. Lawson

Title: Resident

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as Registered Agent and to receive service of process for the above stated Corporation at the place designated in these provisions, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date: August 18, 2003

CT CORPORATION SYSTEM

By: 

Connie Bryan

Special Assistant Secretary