

12/27/2010 18:14 FAX

Division of Corporations

GUNSTER, YOAKLEY

001/007

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**MERGER OR SHARE EXCHANGE**  
**Ranger Constructin Industries, Inc.**

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**STATE OF FLORIDA**  
**ARTICLES OF MERGER**  
**OF**  
**PAVEX CORPORATION**  
**WITH AND INTO**  
**RANGER CONSTRUCTION INDUSTRIES, INC.**

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act (the "Act"), pursuant to Section 607.1105, Florida Statutes.

**FIRST:** The exact name and jurisdiction for the merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Florida Document Number</u>
Pavex Corporation 2501 NW 48 <sup>th</sup> Street Pompano Beach, FL 33073	Florida	F00217

**SECOND:** The exact name and jurisdiction for the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Florida Document Number</u>
Ranger Construction Industries, Inc. 101 Sansbury's Way West Palm Beach, FL 33416	Florida	F40180

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on the later of 11:59 P.M. on December 31, 2010 or the date these Articles of Merger are filed with the Florida Department of State.

**FIFTH:** Adoption of Plan of Merger by the merging corporation. The attached Plan of Merger meets the requirements of Section 607.1101 of the Florida Statutes and was approved by unanimous written consent of the Board of Directors of the merging corporation on November 30, 2010, and the sole shareholder of the merging corporation, upon recommendation by the Board of Directors, on November 30, 2010, in accordance with Chapter 607 of the Florida Statutes.

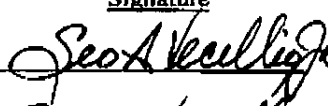

**SIXTH:** Adoption of Plan of Merger by the surviving corporation. The attached Plan of Merger meets the requirements of Section 607.1101 of the Florida Statutes and was approved by unanimous written consent of the Board of Directors of the surviving corporation on November 30, 2010, and the sole shareholder of the surviving corporation, upon recommendation by the Board of Directors, on November 30, 2010, in accordance with Chapter 607 of the Florida Statutes.

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**SEVENTH: Signatures for each corporation:**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual and Title</u>
Ranger Construction Industries, Inc.		Leo A. Vecellio, Jr., Chief Executive Officer
Pavex Corporation		Leo A. Vecellio, Jr., Chief Executive Officer

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**PLAN OF MERGER**  
**TO**  
**ARTICLES OF MERGER**  
**OF**  
**PAVEX CORPORATION**  
**WITH AND INTO**  
**RANGER CONSTRUCTION INDUSTRIES, INC.**

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes.

**FIRST:** The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Pavex Corporation 2501 NW 48 <sup>th</sup> Street Pompano Beach, FL 33073	Florida	F00217
		<u>EIN Number</u>
		59-2028249

**SECOND:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Ranger Construction Industries, Inc. 101 Sansbury's Way West Palm Beach, Florida 33416	Florida	F40180
		<u>EIN Number</u>
		59-2098662

**THIRD:** The terms and conditions of the merger are as follows:

(a) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of Pavex Corporation shall be transferred to and vested in Ranger Construction Industries, Inc. without further act or deed.

(b) Assumption of Obligations. All obligations of Pavex Corporation shall become the obligations of Ranger Construction Industries, Inc.

(c) Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Ranger Construction Industries, Inc. immediately prior to the merger shall survive as the Articles of Incorporation and Bylaws of the surviving corporation.

(d) Officers and Directors. The officers and directors of Ranger Construction Industries, Inc. immediately prior to the merger shall survive as the officers and directors of the surviving corporation.

(e) Effective Date. The merger shall become effective on the later of 11:59 P.M. on December 31, 2010 or the date the Articles of Merger are filed with the Florida Department of State (the "Effective Time").

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**FOURTH:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

A. The manner and basis of converting the securities of the merging corporation into the securities of the surviving corporation, in whole or in part, into cash or other property are as follows:

All shares of Pavex Corporation (i.e. the merging corporation) immediately prior to the Effective Time of the merger shall not be converted in any manner, but each said share which is issued immediately prior to the Effective Time of the merger shall be surrendered and extinguished. There shall be no changes to the securities of Ranger Construction Industries, Inc. (i.e. the surviving corporation).

B. The manner and basis of converting rights to acquire securities of the merging corporation into rights to acquire securities of the surviving corporation, in whole or in part, into cash or property are as follows:

Upon the Effective Time of the merger, all rights in respect of securities of Pavex Corporation (i.e. the merging corporation) shall be canceled. There shall be no change in the rights to acquire securities of Ranger Construction Industries, Inc. (i.e. the surviving corporation).

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