

F95000005150

**THOMPSON
HINE & FLORY LLP**

Attorneys at Law

April 16, 2001

(937) 443-6827

VIA FEDERAL EXPRESS

Florida Department of State
Corporations Division
409 E. Gaines Street
Tallahassee, Florida 32399

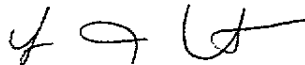
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*****78.75 *****78.75

Ladies and Gentlemen:

Enclosed please find an originally executed copy of Articles of Merger and a check in the amount of \$78.75 to cover the filing fee and the fee to obtain one certified copy. Please note that the effective date of this filing will be April 30, 2001. Please send the certified copy to me in the enclosed self-addressed, prepaid envelope.

If you have any questions or need additional information, please do not hesitate to call me by collect telephone.

Very truly yours,



Lisa J. Ernst
Legal Assistant

LJE/lje
Enclosures

48666

FILED
01 APR 17 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
4-30-01

Merger
T. LEWIS APR 24 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

CYN-GO INCORPORATED, a Florida entity, H52649

INTO

VAN DYNE-CROTTY, INC. OF CENTRAL FLORIDA, an Ohio entity,
F95000005150

File date: April 17, 2001, effective April 30, 2001

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

(Profit Corporations)

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

FILED
APR 17 11:10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

VAN DYNE-CROTTY, INC.

Ohio Corporation

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

EFFECTIVE DATE

4-30-01

CYN-GO INCORPORATED

Florida Corporation

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 4 / 30 / 01 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on April 1, 2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on April 1, 2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

Van Dyne-Crotty, Inc.

Paul S. Sussman

David S. Senseman, Vice President

and Chief Financial Officer.

Cyn-Go Incorporated

Ag. 2 File

Stephen D. Smiley, President

2-25-01

AGREEMENT AND PLAN OF MERGER

MERGING

CYN-GO INCORPORATED
a Florida corporation

INTO

VAN DYNE-CROTTY, INC.
an Ohio corporation

THIS AGREEMENT AND PLAN OF MERGER is made as of the 13th day of April, 2001 between VAN DYNE-CROTTY, INC., an Ohio corporation ("Van Dyne-Crotty"), and CYN-GO INCORPORATED, a Florida corporation ("Cyn-Go").

RECITALS

A. Cyn-Go is a wholly-owned subsidiary of Van Dyne-Crotty.

B. The Board of Directors of Van Dyne-Crotty and Cyn-Go believe that it is in the best interest of Van Dyne-Crotty and Cyn-Go to combine their operations through a merger on the terms and conditions set forth herein.

AGREEMENT

NOW, THEREFORE, the parties agree as follows:

1. Merger. At 12:01 a.m. on April 30, 2001 (the "Effective Time of the Merger"), Cyn-Go shall be merged with and into Van Dyne-Crotty pursuant to Section 1701.80 of the Ohio Revised Code and Section 607.1104 of the Florida Business Corporation Act (the "Merger"). At the Effective Time of the Merger, the separate existence of Cyn-Go shall cease, and Van Dyne-Crotty shall be the corporation surviving the Merger, all in accordance with the terms and conditions of this Agreement. Hereinafter, Van Dyne-Crotty is sometimes referred to as the "Surviving Corporation."

2. Authorized Capital Stock of Cyn-Go. The authorized capital stock of Cyn-Go consists of 7,000 common shares, without par value, of which 245 common shares are issued and outstanding and all of which are held by the Surviving Corporation.

3. Terms of the Merger. Each common share of Cyn-Go issued and outstanding immediately prior to the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, shall be cancelled without further consideration. No change shall be effected by the Merger in the outstanding shares of Van Dyne-Crotty.

4. Effect of the Merger. At the Effective Time of the Merger, the separate existence of Cyn-Go shall cease and Van Dyne-Crotty shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of Cyn-Go and all obligations belonging to or due to Cyn-Go, all of which shall be fully vested in the Surviving Corporation without further act or deed; and any rights or interest in respect to any past or future devise, bequest, conditional gift or trust property, or fund restricted to particular uses, when vested in or claimed by the Surviving Corporation as a result of the Merger, shall belong to it as a continuation without interruption of the existence and identity of Cyn-Go originally named as the taker or beneficiary; and the title to any real estate or any interest therein vested in Cyn-Go shall vest in the Surviving Corporation. Any claim existing, or action or proceeding pending, by or against Cyn-Go, may be prosecuted to judgment, with the right of appeal, as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. All of the rights of creditors of Cyn-Go shall be preserved unimpaired, and all liens upon the property of Cyn-Go shall be preserved unimpaired, on only the property affected by such liens immediately prior to the Effective Time of the Merger.

5. Articles of Incorporation; Code of Regulations; Officers and Directors. There shall be no change in the Articles of Incorporation, Code of Regulations, directors or officers of Van Dyne-Crotty as a result of the Merger.

6. Dissenter's Rights. Shareholders of Cyn-Go, the merging subsidiary, who, except for the applicability of F.S. 607.1104 ("Merger of Subsidiary Corporation"), would be entitled to vote on the Merger, may be entitled to be paid the fair value of their shares if they dissent from the Merger pursuant to F.S. 607.1320 ("Procedure for Exercise of Dissenter's Rights") and if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders.

7. Waiver of Notice Requirement. Van Dyne-Crotty, as the sole shareholder of Cyn-Go, has voted in favor of the merger and hereby waives the requirement of a mailing of the plan of merger to it in accordance with F.S. 607.1104.

8. Amendment or Termination of Agreement of Merger. Prior to the Effective Time of the Merger, Van Dyne-Crotty and Cyn-Go may, by mutual agreement following authorization by their respective Boards of Directors, to the extent permitted by law, (a) amend, modify or supplement this Agreement; and (b) abandon or terminate this Agreement of Merger, in which event the Merger shall not be consummated and this Agreement of Merger shall be of no further force or effect.

IN WITNESS WHEREOF, the undersigned have executed this Agreement of Merger as of the date first written above.

VAN DYNE-CROTTY, INC.

By: David S. Senseman
David S. Senseman
Vice President and Chief
Financial Officer

CYN-GO INCORPORATED

By: Stephen D. Smiley
Stephen D. Smiley
President