



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32304
 (850) 631-6528

906198

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

828480/7875U

December 29, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

C. Vargas & Associates Limited Inc. into PQH Architects, Inc.

Merge

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Effective Date
12/31/00

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

00 DEC 29 2000 PM 4: 39
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

700003516827--0
 -12/29/00--01040--007
 *****78.75 *****78.75

NEW FILINGS...	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 00 DEC 29 AM 10: 07
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

RR

12/29/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

C. VARGAS & ASSOCIATES LIMITED, INC., a Florida corporation 591951

INTO

PQH ARCHITECTS, INC., a Florida entity, G06198

File date: December 29, 2000, effective December 31, 2000

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12/31/00

FILED
00 DEC 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105, Florida Business Corporation Act, C. VARGAS & ASSOCIATES LIMITED, INC., a Florida corporation, and PQH ARCHITECTS, INC., a Florida corporation, adopt the following Articles of Merger.

ARTICLE I

C. VARGAS & ASSOCIATES LIMITED, INC., a Florida corporation, shall be merged with and into PQH ARCHITECTS, INC., a Florida corporation, which shall be the surviving corporation.

ARTICLE II

That certain Plan and Agreement of Merger (the "Agreement"), dated the 19th day of December, 2000, by and between C. VARGAS & ASSOCIATES LIMITED, INC., a Florida corporation, and PQH ARCHITECTS, INC., a Florida corporation, attached to and made a part of this instrument, was unanimously approved by the Stockholders of C. VARGAS & ASSOCIATES LIMITED, INC., a Florida corporation, and by the Stockholders of PQH ARCHITECTS, INC., a Florida corporation, by resolutions adopted on the 19th day of December, 2000.

ARTICLE III

The merger shall become effective as of December 31, 2000.

IN WITNESS WHEREOF, these Articles of Merger have caused the same to be duly executed by their respective authorized officers.

C. VARGAS & ASSOCIATES LIMITED, INC.

By [Signature]
Clark Vargas
Its President

Attest: [Signature]
Clark Vargas
Its Secretary

PQH ARCHITECTS, INC.

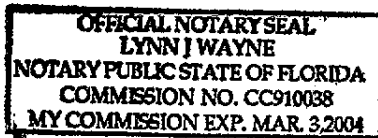
By [Signature]
Jose M. Perez
Its President

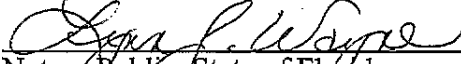
Attest: [Signature]
Mary S. McQuaig
Its Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Clark Vargas, known to me to be the person described in and who executed the foregoing instrument as President and Secretary of C. VARGAS & ASSOCIATES LIMITED, INC., a Florida corporation, and who acknowledged before me that he executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 19 day of December, 2000.

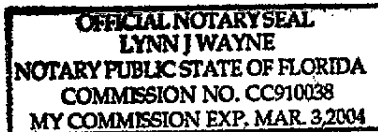


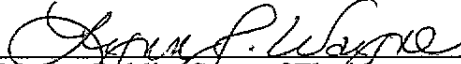

Notary Public, State of Florida
at Large. My comm. expires: 3-3-04

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Jose M. Perez and Mary S. McQuaig, respectively, known to me to be the persons described in and who executed the foregoing instrument as President and Secretary of PQH ARCHITECTS, INC., a Florida corporation, and who acknowledged before me that he executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 19 day of December, 2000.




Notary Public, State of Florida
at Large. My comm. expires: 3-3-04

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated the 19th day of December, 2000, by and between C. VARGAS & ASSOCIATES LIMITED, INC., a Florida corporation, and PQH ARCHITECTS, INC., a Florida corporation.

WHEREAS, C. VARGAS & ASSOCIATES LIMITED, INC., a Florida corporation, is a corporation duly organized and existing under the laws of the State of Florida, and

WHEREAS, PQH ARCHITECTS, INC., a Florida corporation, is a corporation organized and existing under the laws of the State of Florida, and

WHEREAS, C. VARGAS & ASSOCIATES LIMITED, INC., a Florida corporation, and PQH ARCHITECTS, INC., a Florida corporation, have agreed that C. VARGAS & ASSOCIATES LIMITED, INC., a Florida corporation, shall merge into PQH ARCHITECTS, INC., the Florida corporation, upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions contained in this Agreement, and in order to consummate the transactions described above, C. VARGAS & ASSOCIATES LIMITED, INC., the Florida corporation, and PQH ARCHITECTS, INC., a Florida corporation, the constituent corporations to this Agreement, agree as follows:

1. C. VARGAS & ASSOCIATES LIMITED, INC., the Florida corporation, and PQH ARCHITECTS, INC., a Florida corporation, shall be merged into PQH ARCHITECTS, INC., a Florida corporation, as a single corporation, upon the terms and conditions of this Agreement, and that PQH ARCHITECTS, INC., a Florida corporation, shall continue under the laws of the State of Florida as the surviving corporation (the "surviving corporation").

(a) The purposes, the registered agent, the address of the registered office, the number of Directors and the capital stock of the surviving corporation shall be as appears in the Articles of Incorporation of PQH ARCHITECTS, INC., a Florida corporation, as on file with the office of the Secretary of State of the State of Florida on the date of this Agreement. The terms and provisions of the said Articles of Incorporation are incorporated into this Agreement. From and after the effective date and until further amended, altered or restated as provided by law, the Articles of Incorporation, separate and apart from this Agreement, shall be and may be separately certified as the Articles of Incorporation of the surviving corporation.

(b) The By-laws of PQH ARCHITECTS, INC., a Florida corporation, in effect on the effective date shall be the By-laws of the surviving corporation until they shall be altered, amended or repealed or until new By-laws are adopted as provided in them.

(c) The persons who, upon the effective date of the merger, shall constitute the Board of Directors of the surviving corporation shall be the persons constituting the Board of Directors of PQH ARCHITECTS, INC., a Florida corporation, on the effective date, except that Clark Vargas shall serve as a director of the surviving corporation. If, on the effective date of the merger any vacancy exists on the Board of Directors of the surviving corporation, that vacancy may be filled in the manner provided in the By-laws of the surviving corporation.

(d) The persons who, upon the effective date of the merger shall constitute the officers of the surviving corporation, shall be the persons constituting the officers of PQH ARCHITECTS, INC., a Florida corporation. In addition, Clark Vargas shall serve as Executive Vice President-Director of Engineering of the surviving corporation.

2. This Agreement shall be submitted to the Stockholders of PQH ARCHITECTS, INC., the Florida corporation, and to the Stockholders of C. VARGAS & ASSOCIATES LIMITED, INC., a Florida corporation, at meetings of the Stockholders on December, 2000 (or at such later date as the Boards of Directors of PQH ARCHITECTS, INC., a Florida corporation, and C. VARGAS ASSOCIATES LIMITED, INC., a Florida corporation, shall mutually approve) and, if it is adopted and approved in accordance with the laws of the State of Florida, as promptly as practicable thereafter, the fact that this Agreement has been adopted and approved as above provided shall be certified by their respective secretaries, and this Agreement and appropriate Articles of Merger shall be signed, acknowledged and filed pursuant to the laws of the State of Florida. The merger of C. VARGAS ASSOCIATES LIMITED, INC., a Florida corporation, into PQH ARCHITECTS, INC., a Florida corporation, shall become effective December 31, 2000. The date on which the merger of C. VARGAS ASSOCIATES LIMITED, INC., a Florida corporation, into PQH ARCHITECTS, INC., a Florida corporation, becomes effective is called in this instrument the "effective date" of the merger.

3. When this Agreement shall have been approved, signed and acknowledged, the separate existence of C. VARGAS ASSOCIATES LIMITED, INC., a Florida corporation, shall cease and shall be merged into the surviving corporation in accordance with this Agreement, and the surviving corporation shall continue unaffected and unimpaired by the merger and shall possess all of the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations, both of a public or private nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations so merged, and all and singular the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations of each of the constituent corporations; and all property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account as well as for stock subscriptions and all other things in action or belonging to each of the constituent corporations shall be vested in the surviving corporation; and all property, rights, privileges, powers, franchises, patents, trademarks, licenses and registrations and every other interest thereafter shall be as effectually the property of the surviving corporation as they were of the respective constituent corporations; and the title to any real estate, whether vested by deed or otherwise in either of the constituent corporations under the laws of the State of Florida, or any other state where real estate may be located, shall not revert or in any way be impaired by reason of the merger, provided that all rights of creditors and all liens upon the property of any of the constituent corporations shall be preserved unimpaired; and all debts, liabilities and duties of the constituent corporations shall then attach to the surviving corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

4. The number of shares of the capital stock of PQH ARCHITECTS, INC., the Florida corporation, is 5,000 shares of common stock of a par value of \$1.00 per share, of which 1470 shares are issued and outstanding. Concurrently with this transaction, PQH Architects shall issue an additional 195 shares each to Richardo E. Quinones, and Robert D. Hoenshel, respectively, bringing the total outstanding shares to 1860. The number of shares of the capital stock of C. VARGAS & ASSOCIATES LIMITED, INC., a Florida corporation is 5,000 shares of common stock of a par value of \$1.00 per share, of which 86 shares are issued and outstanding. Upon approval, the capital stock of C. VARGAS ASSOCIATES LIMITED, INC., a Florida corporation, shall be completely cancelled and PQH ARCHITECTS, INC., a Florida corporation, shall issue 407 shares of capital stock, being 17.96%, to Clark Vargas, bringing the total outstanding shares to 2267.

5. Following the adoption of this Agreement by the Stockholders of PQH ARCHITECTS, INC., a Florida corporation, and of C. VARGAS ASSOCIATES LIMITED, INC., a Florida corporation, the merger, transfer of assets from C. VARGAS ASSOCIATES LIMITED, INC., a Florida corporation, to PQH ARCHITECTS, INC., a Florida corporation, assumption of

obligations and liabilities of C. VARGAS ASSOCIATES LIMITED, INC., a Florida corporation, shall all be effective on December 31, 2000, with its adoption by the Stockholders of each corporation duly certified by the secretaries thereof.

IN WITNESS WHEREOF, the parties to this Plan and Agreement of Merger have caused the same to be duly executed by their respective authorized officers.

C. VARGAS & ASSOCIATES LIMITED, INC.
a Florida corporation

By [Signature]

Clark Vargas
President and Director

Attest: [Signature]

Clark Vargas
Secretary and Director

PQH ARCHITECTS, INC.

By [Signature]

Jose M. Perez
President and Director

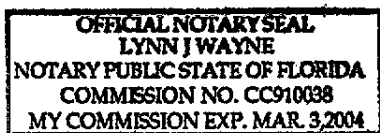
Attest: [Signature]

Mary S. McQuaig
Secretary and Director

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Jose M. Perez and Mary S. McQuaig, known to be the persons described in and who executed the foregoing instrument as President/Director and Secretary/Director, respectively, of PQH Architects, Inc., a Florida corporation, and who acknowledged before me that they executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 19 day of December, 2000.

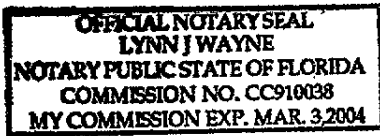


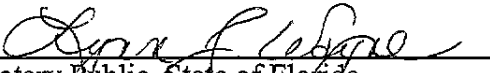
[Signature]
Notary Public, State of Florida
at Large. My comm. expires: 3-3-04

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Clark Vargas, known to be the person described in and who executed the foregoing instrument as President/Director and Secretary/Director, respectively, of C. Vargas & Associates Limited, Inc., a Florida corporation, and who acknowledged before me that they executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 19 day of December, 2000.




Notary Public, State of Florida
At Large. My Commission Expires: 3-3-04