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Merger

12/29/03--01041--004 **78.75

EFFECTIVE DATE
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NR 12/29/03

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Powerscreen of Florida Inc

✓ Art of Inc. File
___ LTD Partnership File
___ Foreign Corp. File
___ L.C. File
___ Fictitious Name File
___ Trade/Service Mark
✓ Merger File
___ Art. of Amend. File
___ RA Resignation
___ Dissolution / Withdrawal
___ Annual Report / Reinstatement
✓ Cert. Copy
___ Photo Copy
___ Certificate of Good Standing
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___ Corp Record Search
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___ Vehicle Search
___ Driving Record
___ UCC 1 or 3 File
___ UCC 11 Search
___ UCC 11 Retrieval
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Requested by:

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[signature]	12/29/03	10:45

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

These Articles of merger are filed by Powerscreen of Florida, Inc., a Florida corporation (the surviving company) and Powerscreen of Georgia, Inc., a Georgia corporation, (the merged company) and the companies hereby state

1) These articles are between Powerscreen of Georgia, Inc., a Georgia corporation and Powerscreen of Florida, Inc., a Florida corporation, now merged.

2) This Agreement of Merger for the undersigned companies has been approved and executed by the board of directors and shareholders of Powerscreen of Florida, a Florida corporation, and the board of directors and shareholders of Powerscreen of Georgia, a Georgia corporation.

3) The surviving entity shall be Powerscreen of Florida, Inc., a Florida corporation.

4) The merger shall be effective on December 31, 2003.

5) The agreement of merger is on file at the offices of Powerscreen of Florida, Inc., a Florida corporation, at 5125 Frontage Road N., Lakeland, Florida 33810.

6) A copy of the Agreement of Merger shall be furnished by Powerscreen of Florida, the surviving corporation upon request and without cost to any member of any domestic company or any person holding an interest in any other business entity which is to merge.

7) There are no amendments or changes to the Articles of Incorporation of Powerscreen of Florida, Inc., a Florida corporation, the surviving company.

8) That Powerscreen of Florida, Inc., a Florida corporation, the surviving company, hereby agrees is to be served with process in the State of Georgia in any action, suit, or proceeding for the enforcement of any obligations of Powerscreen of Georgia, the Georgia corporation which is merged hereby and irrevocably appoints the Secretary of State of Georgia as its agent to accept service of process in any action, suit, or proceeding and agrees that such process shall be mailed to Powerscreen of Florida, Inc., at 5125 Frontage Road N., Lakeland, Florida 33810.

9) A copy of the plan of merger is attached hereto as Attachment 1.

10) The plan of merger attached hereto as Attachment 1 was approved by the

board of directors and shareholders of each corporation that is a party to the merger in accord with the applicable provisions of Florida statutes and Georgia statutes.

11) A request for publication of a Notice of Filing these Articles of Merger and payment therefor will be made as required by subsection (b) of §14-2-1105.1 Georgia statutes.

Dated: December 22, 2003

Powerscreen of Florida
a Florida corporation

by: ______________________
DENIS R. GRANT, PRESIDENT

by: ______________________
J. BARRY MCKEOWN, VICE PRESIDENT

Powerscreen of Georgia
a Georgia corporation

by: ______________________
J. BARRY MCKEOWN, PRESIDENT

by: ______________________
MARY GRANT, TREASURER

AGREEMENT AND PLAN FOR MERGER

This agreement for merger entered into this December 22, 2003 between Powerscreen of Georgia, a Georgia corporation (the merged company) and Powerscreen of Florida, a Florida corporation (the surviving company).

WITNESSETH

NOW THEREFORE in consideration of promises made herein the parties agree as follows:

1) The merged company and the surviving company agree that they shall merge and that the surviving company shall survive the merger.

2) Upon the signing of this agreement the surviving company and the merged company shall cause to be filed in the public records of the State of Georgia and the State of Florida Articles of Merger to carry out the intent of this agreement.

3) The only stockholder of the merged company is Powerscreen of Florida, a Florida corporation. That is Powerscreen of Georgia, the merged company, is a wholly owed subsidary of Powerscreen of Florida the surviving company.

4) The parties agree that the current articles of incorporation of the surviving company shall remain the articles of incorporation of the surviving company unamended.

5) The merged company and the surviving company agree that all of the assets of the merged company shall upon signing of this agreement become the assets of the surviving company and the merged company shall sign such documents as maybe necessary to complete the transfer of the assets from the merged company to the surviving company. The parties also agree that all obligations of the merged company shall become the obligations of the surviving company upon the signing of this agreement.

6) All the shareholders of both corporations have signed this plan and hereby in their individual capacity and as shareholders of the corporations approve the merger.

7) Upon filing Articles of Merger with all appropriate government agencies the shareholders of the merged company shall present and transfer their stock certificates in the merged company to the surviving company. No additional stock will be issued to shareholders of the surviving company, or the merged company.

8) The names and address of shareholders of the surviving company are as follows:

1) Denis R. Grant, 6713 Cresent Lake Drive, Lakeland, Florida 33813

2) J. Barry McKeown,3426 Fox Meadow Court, Longwood, Florida 32779

9) Either of the corporations that are parties to this plan for merger may abandon the proposed merger pursuant to Section 608.4381(7) Florida statutes.

10) All the undersigned shareholders of both the surviving company and the merged company, in their individual capacities hereby waive the notice requirements of Section 608.4381(3).

11) Fair value with respect to dissenters interest defined by Section 608.4384(1)(b) Florida statutes and pursuant to Article 13, Chapter 2 Georgia statutes shall be established by agreement between the dissenter and the corporation of which he is a shareholder, and failing such agreement the dissenter and the corporation of which he is a shareholder shall each select a certified public account each of whom shall value the dissenters interest and the average of these values shall be the fair value. Powerscreen of Florida, Inc. shall promptly pay dissenting shareholders the value of their shares.

12) This merger shall be effective December 31, 2003.

(1) Powerscreen of Florida
a Florida corporation

by: Denis R. Grant
DENIS R. GRANT, President

by: J. Barry McKeown
J. BARRY MCKEOWN, Vice President

(2) Powerscreen of Georgia
a Georgia corporation

by: J. Barry McKeown
J. BARRY MCKEOWN, President

by: Mary Grant
MARY GRANT, Treasurer

(3) Shareholders of Powerscreen of Florida
a Florida corporation

DENIS R. GRANT, Individual

J. Barry McKeown
J. BARRY MCKEOWN, Individual

(4) Shareholders of Powerscreen of Georgia, a Georgia corporation

Powerscreen of Florida
a Florida corporation

Denis R. Grant
DENIS R. GRANT, President

J. Barry McKeown
J. BARRY MCKEOWN, Vice President