

H01936

(Requestor's Name)

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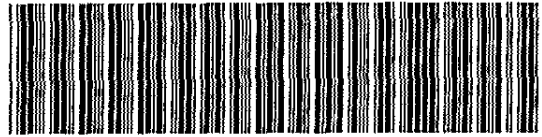
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RECEIVED
03 JUN 13 PM 4:34
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
03 JUN 13 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASR
6/18/05
AI

**02250, 02277, 00672*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 131017 4351925
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 70.00

ORDER DATE : June 13, 2003

ORDER TIME : 3:17 PM

ORDER NO. : 131017-005

CUSTOMER NO: 4351925

CUSTOMER: Kathleen M. Smith, Legal Asst
Cone & Yong, P.a.
Suite 110
701 Riverside Park Place
Jacksonville, FL 32204

ARTICLES OF MERGER

STATE CONSTRUCTION SYSTEMS,
INC.

INTO

STATE PLASTERING COMPANY,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan EXT. 1155

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 16, 2003

CSC

Atten: Amanda Haddan
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: STATE PLASTERING COMPANY, INC.
Ref. Number: H01936

We have received your document for STATE PLASTERING COMPANY, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 603A00037101

RESUBMIT
Please give original
submission date as file date.

RECEIVED
03 JUN 18 AM 11:43
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
STATE PLASTERING COMPANY, INC.
AND
STATE CONSTRUCTION SYSTEMS, INC.**

FILED
03 JUN 13 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, officers of **State Plastering Company, Inc.**, a Florida corporation (hereinafter referred to as "Plastering"), and **State Construction Systems, Inc.**, a Florida corporation (hereinafter referred to as "Systems"), respectfully submit these Articles of Merger pursuant to the requirements of Florida Statutes § 607.1105 in order to consummate the merger of the corporations and set forth as follows:

I. The names of the corporations being merged are **State Plastering Company Inc.** and **State Construction Systems, Inc.**

1. Plastering shall be the surviving corporation as the result of merger.
2. The merger will be consummated by exchanging 10 shares of Systems for each 1 share of Plastering.
3. All of the issued and outstanding shares of common stock of Systems will be canceled in exchange for the issuance of 10 shares of Plastering no par value common stock.
4. Pursuant to the Plan of Merger, Systems corporate assets and liabilities will be transferred and assumed by Plastering, and the separate corporate existence of Systems shall cease.
5. The merger has been unanimously approved by all of the shareholders of the Plastering corporation and all of the Systems shareholders via an Action by Consent, dated June 9, 2003.

6. The effective date of the merger shall be June 9, 2003.

IN WITNESS WHEREOF, these Articles of Merger have been executed on this 9
day of June, 2003.

STATE PLASTERING COMPANY, INC.
a Florida corporation

By: [Signature]
Joffre T. Boston, President

Attested to By: [Signature]
Joffre T. Boston, Secretary

STATE CONSTRUCTION SYSTEMS, INC.
a Florida corporation

By: [Signature]
James E. Pettengill, President

Attested to By: [Signature]
James E. Pettengill, Secretary

PLAN OF MERGER

Plan of Merger for STATE PLASTERING COMPANY, INC.. a Florida corporation (hereinafter referred to as "Plastering"), and STATE CONSTRUCTION SYSTEMS, INC., a Florida corporation (hereinafter referred to as "Systems"), pursuant to the requirements of Florida Statutes, Section 607.1101 the Plan of Merger is set forth as follows:

1. The names of the corporations being merged are State Plastering Company, Inc., a Florida corporation, and State Construction Systems, Inc., a Florida corporation.
2. As a result of the merger, Plastering will be the surviving corporation.
3. As a result of the merger, all of the issued and outstanding common stock of Systems will be redeemed in exchange for 10 shares of Plastering no par value common stock.
4. The merger will be conditioned upon the approval of one hundred percent (100%) of the outstanding shares of System ' s and Plastering ' s shareholders.
5. As a result of the merger, the Systems corporate assets and liabilities will be transferred and assumed by Plastering and the separate corporate existence of Systems shall cease.
6. Plastering ' s shareholders shall waive any preemptive rights which they may have had to purchase additional shares and consent to the issuance of shares as set forth in this Plan of Merger.
7. The benefits of merging the two corporations will be cost savings.
8. The merger will be a tax-free reorganization pursuant to § 368(a)(1)(A) of the Internal Revenue Code of 1986.