

H70440

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March 22, 2001

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700003932427--5
-03/30/01--01112--001
*****35.00 *****35.00

Re: Articles of Merger
Amerwest Development Company merging into Pioneer Construction, Inc.

700003932427--5
-04/13/01--01099--014
*****70.00 *****35.00


Dear Sir/Madam:

Enclosed please find the following documents relating to the above referenced merger:

1. Agreement and Plan of Merger between Amerwest Development Company and Pioneer Construction, Inc., dated January 3, 2001.
2. Articles of Merger between Amerwest Development Company and Pioneer Construction, Inc., dated January 3, 2001.
3. \$35 filing fee

Please file the enclosed documents to effectuate the merger between the above referenced corporations, and send written confirmation to my attention at the address listed above. If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,


David S. Lang

Enclosures

312238.1

S. PAYNE APR 16 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERWEST DEVELOPMENT COMPANY, a FL corp., H70440
,

INTO

PIONEER CONSTRUCTION, INC., a Missouri entity not qualified in Florida.

File date: April 13, 2001

Corporate Specialist: Susan Payne

**ROSENBLUM, GOLDENHERSH,
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April 9, 2001

Ms. Susan Payne
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

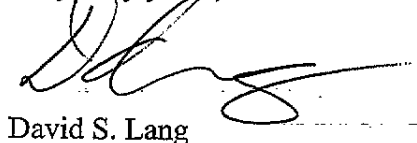
Re: Amerwest Construction Services, Inc.

Dear Ms. Payne:

Pursuant to our discussion this morning, enclosed please find the documents relating to the merger of Amerwest Construction Services, Inc. into Pioneer Construction Services, Inc. I have changed the Articles of Merger to read "in accordance with...Fla. Stat. § 607.1105." I am also enclosing a check for \$70 for this merger, and for the merger of Amerwest Development Company into Pioneer Construction, Inc. You should already have a total of \$70 in filing fees at your office (\$35 per merger was previously mailed). This brings the total amount of filing fees to \$140. I believe this is the appropriate amount.

I appreciate the assistance you gave me this morning. After the documents have been filed, please send notice to my attention so that I may notify the stockholders. If you should have any questions, please do not hesitate to contact me.

Very truly yours,



David S. Lang

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Articles of Merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with RSMo. Section 351.430 and Fla. Stat. §607.1105, the undersigned hereby certify on this 3rd day of JANUARY, 2001, as follows:—

1. An Agreement and Plan of Merger was adopted on JANUARY 3rd, 2001, whereby Amerwest Development Company, a Florida corporation (the "Target") agreed to be merged into Pioneer Construction, Inc., a Missouri corporation (the "Company"). The Target and the Company are the only constituent entities involved in this Merger.

2. The Agreement and Plan of Merger has been authorized and approved by the Target and the Company in accordance with RSMo. Section 351.425 and Fla. Stat. §607.1103.

3. The effective date of the Merger is the date the Merger documents are filed with the Missouri Secretary of State.

4. The surviving entity is the Company, Pioneer Construction, Inc.

5. The organizational documents of the surviving entity shall be its organizational documents.

6. The executed Agreement and Plan of Merger is on file at the principal place of business of the Company, 607 S Lindbergh Blvd., St. Louis, MO 63131.

7. A copy of the Agreement and Plan of Merger will be furnished by the Company, on request and without cost, to any member of the Company or to any stockholder of the Target.

IN WITNESS WHEREOF, the Company and the Target have executed these Articles of Merger as of the day and year first written above.

COMPANY:

TARGET:

PIONEER CONSTRUCTION, INC.

AMERWEST DEVELOPMENT COMPANY

By: 

By: 

Name: JOHN C. PORTA

Name: JOHN C. PORTA

Title: PRESIDENT

Title: PRESIDENT

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement"), dated as of the 3rd day of January, 2001, is entered into and adopted by and between Amerwest Development Company, a Florida general business corporation ("Target"), and Pioneer Construction, Inc., a Missouri general business corporation ("Company").

WHEREAS, Target is a corporation duly organized and existing under the laws of the State of Florida and has on the date hereof an authorized capital consisting of 100 shares of common stock of the par value of \$1.00 per share, of which on the date hereof 100 shares are issued and outstanding; and

WHEREAS, Company is a corporation duly organized and existing under the laws of the State of Missouri and has on the date hereof an authorized capital consisting of 30,000 shares of common stock of the par value of \$1.00 per share, of which on the date hereof 300 shares are issued and outstanding; and

WHEREAS, John Porta, Stanley McCurdy, and Joseph Leibold, together own all of the shares of Target, and all of the shares of Company; and

WHEREAS, Target and Company desire to merge Target into Company in order to combine the financial strength, businesses, assets and expertise of the two companies, consolidate the management, administration and other functions, expand the operations of the surviving company, and provide greater opportunity for future growth.

NOW, THEREFORE, in consideration of the mutual representations, covenants, and conditions contained herein, the parties agree as follows:

I. MERGER

Subject to the terms and conditions in this Agreement on the Effective Date as provided below, and pursuant to The General and Business Corporation Law of Missouri and the Florida Business Corporation Act, Target shall be merged with and into Company and Company shall be the surviving corporation.

II. TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger, the mode of carrying the merger into effect, and the manner and basis of converting the shares of stock of Target into shares of stock of Company are as follows:

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DEPARTMENT
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ALLIANCE

(a) Shareholder Votes. After the Agreement has been approved by the holders of at least two-thirds of the outstanding shares of common stock of Company and by at least two-thirds of the outstanding shares of Target, Articles of Merger shall be certified, executed and acknowledged by Target and Company and filed in accordance with the laws of Missouri and the laws of Florida in the Office of the Secretary of State of Missouri and in the Office of the Secretary of State of Florida.

(b) Effective Date. The merger shall become effective on the date the Articles of Merger are filed with the Secretary of State of Missouri and with the Secretary of State of Florida (the "Effective Date").

(c) Manner of Conversion. The 100 issued shares of Target common stock shall be converted into a total of 900 shares of Company common stock on the basis of NINE (9) shares of Company common stock for each ONE (1) share of Target common stock.

(d) Issued Shares of Company. The shares of Company common stock issued and outstanding shall remain issued and outstanding.

(e) Surrender and Exchange of Share Certificates. Following the Effective Date of the merger, certificates representing 100 issued shares of Target common stock of \$1.00 par value, shall be exchanged for certificates representing 900 issued shares of Company common stock of \$1.00 par value, and the Target shares shall thereupon be cancelled.

(f) Target's Operations. Upon merger, the assets, properties, rights, privileges, immunities, debts, liabilities, obligations and all other interests of Target shall be deemed to be transferred to and vested in Company in accordance with the laws of the States of Missouri and Florida.

III. ARTICLES OF INCORPORATION, BYLAWS, AND AGREEMENT

The Articles of Incorporation of the Company and the Bylaws of the Company shall not be amended.

IV. CORPORATE ACTION PRIOR TO MERGER

Except as expressly contemplated by this Agreement, neither party shall prior to the Effective Date of the merger, without the written consent of the other party:

(a) make any change in its authorized capital stock; issue or sell, or agree to issue or sell any shares of any class of stock; grant any option, warrant, or any other right to purchase or to convert any obligation into any of its capital stock; issue or sell, or agree to issue or sell any evidence of indebtedness or other security;

(b) distribute any assets, other than cash to its shareholders;

(c) liquidate or dissolve the corporation;

(d) encumber or mortgage any of its property, or enter into any transaction that is out of the ordinary course of business;

(e) repeal, amend, and/or modify the Articles of Incorporation and/or Bylaws of the corporation;

(f) approve, adopt, or otherwise participate in another merger, consolidation or reorganization of the corporation; or

(g) sell all or substantially all of the assets of the corporation.

V. GENERAL

(a) No Fees. Each of the corporations represents to the other that it has not incurred, and will not incur, any liability for brokerage fees or agents' commissions in connection with this Agreement and the transaction contemplated herein.

(b) Counterparts. For the convenience of the parties any number of counterparts hereof may be executed, and each such counterpart shall be deemed an original instrument.

(c) Waiver. Any failure of either of the corporations to comply with any of its obligations, agreements, or conditions set forth herein may be waived only by a writing signed by the other corporation.

(d) Governing Law. This Agreement shall in all respects be governed by and construed in accordance with the laws of the State of Missouri.

IN WITNESS WHEREOF, all of the parties have executed this instrument as of the day and year first above written.

AMERWEST DEVELOPMENT COMPANY,
a Florida corporation

By: 

Name: JOHN C. PORTA

Title: President

PIONEER CONSTRUCTION, INC.,
a Missouri corporation

By: 

Name: JOHN C. PORTA

Title: President