

J29704

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September 23, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

200002997232
-09/27/99-01058-008
*****78.75 *****78.75

Re: **ARTICLES OF MERGER**
SOUTHEASTERN CRANE INTO RINGHAVER EQUIPMENT CO.

Dear Sir/Madam:

Please file the enclosed Articles of Merger and send us back a certified copy. Enclose is our check in the amount of \$78.75 to cover the filing fee and certified copy.

Thank you for your assistance in this matter.

Sincerely yours,

H. LEON HOLBROOK

FILED
99 SEP 27 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Leon Holbrook gave authorization
to Chg. title of merger. 10/11
LB*

HLH/ars
Enclosures

cc: Mr. Lance C. Ringhaver
Mr. Tob S. Trickey

Merger

V. SHEPARD OCT 11 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHEASTERN CRANE, INC., a Florida corporation, P99000029176

INTO

RINGHAVER EQUIPMENT CO., a Florida entity, J29704

File date: September 27, 1999

Corporate Specialist: Velma Shepard

ARTICLES AND PLAN OF MERGER

FILED
99 SEP 27 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER executed as of the 31st day of December, 1999, between RINGHAVER EQUIPMENT CO., a Florida corporation, hereinafter called the "surviving corporation" and SOUTHEASTERN CRANE, INC., a Florida corporation, hereinafter called the "subsidiary" which is a wholly owned subsidiary of the surviving corporation.

The surviving corporation is a corporation organized and existing under the laws of the State of Florida, with 750,000 shares of authorized common stock of \$.01 par value. The subsidiary is a corporation organized and existing under the laws of the State of Florida with 10,000 shares of authorized common stock of \$1.00 par value.

The Boards of Directors of the surviving corporation and the subsidiary respectively deem it desirable and in the best interests of the corporations and their stockholders that the subsidiary be merged into the surviving corporation and the corporations desire that they so merge under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES AND THE MUTUAL COVENANTS AND AGREEMENTS HEREIN SET FORTH, AND FOR THE PURPOSES OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, THE PARTIES AGREE, AS FOLLOWS:

1. As soon as the stockholders of the surviving corporation and the subsidiary have approved this merger,

subsidiary shall be deemed to have merged with and into the surviving corporation which shall survive the merger.

2. The name of the surviving corporation shall be "Ringhaver Equipment Co." The purposes for which the surviving corporation is formed and the nature of the business to be transacted by it shall be as set forth in the Articles of Incorporation of the surviving corporation.

3. On the date of the merger, the by-laws of the surviving corporation shall be the by-laws of the surviving corporation until the same shall be altered, amended or repealed, or until new by-laws shall be adopted, in accordance with the provisions thereof.

4. The Board of Directors of the surviving corporation shall consist of the present directors of the surviving corporation who shall hold office until the next annual meeting of the stockholders of the surviving corporation, and until their successors have been elected and qualified. The present officers of the surviving corporation shall also hold office until their successors have been duly elected and qualified.

5. On the date of the merger, the total amount of capital stock of the surviving corporation to be authorized shall be 18,786 shares of voting common stock of \$.01 par value. There are presently outstanding and issued 1,000 shares of common stock of the subsidiary all of which are owned by the surviving corporation. No additional shares of the surviving corporation

shall be issued as a result of the merger and the assets and liabilities of the subsidiary shall be added to the assets and liabilities of the surviving corporation.

6. On the date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description, of the subsidiary including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the surviving corporation, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the surviving corporation as they were of each of the respective corporations, and the title to all real estate vested in either of the corporations shall not be deemed to revert to or be in any way impaired by reason of the merger, but shall be vested the surviving corporation. All debts, liabilities and duties of the respective corporations shall, thereafter, be assumed by and attached to the surviving corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred and contracted by the surviving corporation.

7. The surviving corporation shall pay all expenses of the merger agreement and reserves the right to subsequently amend its Certificate of Incorporation at any time hereafter, in accordance with the provisions of the laws of the State of Florida.

8. The surviving corporation as sole stockholder of the

subsidiary waives notice and mailing to the surviving corporation of a copy of the plan of merger.

9. This merger shall be effective for tax and accounting purposes on the 31st day of December, 1999.

IN WITNESS WHEREOF, the parties to this Agreement have caused these presents to be executed in their corporate names, by their presidents, with the corporate seals affixed, all as of the 20th day of SEPTEMBER, 1999.

RINGHAVER EQUIPMENT CO.

ATTEST:

Timothy Maguire
Secretary

(Corporate Seal)

By: James Ruppner
President

SOUTHEASTERN CRANE, INC.

ATTEST:

James Ruppner
Secretary

(Corporate Seal)

By: W.A. Hollister, Pres
President

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer
duly authorized to take acknowledgments, personally appeared
James Ringhaver, to me personally known as the President
of Ringhaver Equipment Co., who executed the foregoing instrument
and acknowledged before me that he executed the same.

WITNESS my hand and the official seal on this the 20th
day of September, 1999.

Janet M. Mulrooney
NOTARY PUBLIC

My Commission Expires:



JANET M. MULROONEY
Comm. No. CC 663837
My Comm. Exp. Sept. 28, 2001
Bonded thru Pichard Ins. Agcy.

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer
duly authorized to take acknowledgments, personally appeared
Mark Hollister, to me personally known as the President of
Southeastern Crane, Inc., who executed the foregoing instrument and
acknowledged before me that he executed the same.

WITNESS my hand and the official seal on this the 20th
day of September, 1999.

Janet M. Mulrooney
NOTARY PUBLIC

My Commission Expires:



JANET M. MULROONEY
Comm. No. CC 663837
My Comm. Exp. Sept. 28, 2001
Bonded thru Pichard Ins. Agcy.

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that he is the Secretary of Ringhaver Equipment Co. and that the foregoing Articles of Merger of Southeastern Crane, Inc. into Ringhaver Equipment Co. was unanimously approved by the owners of 100% of the issued and outstanding stock of Ringhaver Equipment Co. at a Special Meeting of the stockholders held at Riverview, Florida on the 20th day of September, 1999, at 10:00 a.m./p.m., and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 20th day of SEPTEMBER, 1999, as Secretary of surviving corporation Ringhaver Equipment Co. at Riverview, Florida.

Timothy Maguire
Secretary

(Corporate Seal)

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that he is the Secretary of Southeastern Crane, Inc. and that the foregoing Articles of Merger of Southeastern Crane, Inc. into Ringhaver Equipment Co. was unanimously approved by the owners of 100% of the issued and outstanding stock of Ringhaver Equipment Co. at a Special Meeting of the stockholders held at Riverview, Florida on the 20th day of September, 1999, at 10:00 a.m./p.m., and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 20th day of SEPTEMBER, 1999, as Secretary of Ringhaver Equipment Co., at Riverview, Florida.


Secretary

(Corporate Seal)