

VINCENT PHILIP NUCCIO

Attorney and Counselor at Law

J99800

June 26, 1997

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Tampa, Florida 33679
Telephone (813) 289-9334
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Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Merger of Mal, Inc., a Florida Corporation into
Priede Mal Constructors, Inc., a Florida Corporation

900002225909--8
-06/30/97--01030--006
***122.50 ***122.50

Dear Sir/Madam:

Enclosed you will find the Articles of Merger, merging Mal, Inc., a Florida Corporation, into Priede Mal Constructors, Inc., a Florida Corporation, together with my check in the amount of \$122.50 representing a fee of \$35.00 for each of the corporations plus \$52.50 for a certified copy of the Articles of Merger.

Under the terms of the Merger Agreement and the Articles of Merger, Mal, Inc. Was merged into Priede Mal Constructors, Inc, the surviving corporation.

Please forward me a certified copy of the Articles of Merger after it has been accepted and filed by your office.

Thanking you, I remain,

Sincerely yours,


Vincent Philip Nuccio

enc!

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 30 AM 9:53

merger

JUN 30 1997

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

MAL, INC., a Florida corporation, P95000068147

INTO

PRIEDE MAL CONSTRUCTORS, INC., a Florida corporation, J99800

File date: June 30, 1997

Corporate Specialist: Thelma Lewis

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 30 AM 9:53

**ARTICLES OF MERGER
OF
MAL, INC., a Florida Corporation
INTO
PRIEDE MAL CONSTRUCTORS, INC.**

ARTICLES OF MERGER made and entered into this 26th day of June, 1997 by and between **MAL, INC.**, a Florida Corporation, hereinafter referred to as "Mal" and **PRIEDE MAL CONSTRUCTORS, INC.**, a Florida Corporation, hereinafter referred to as "PRIEDE".

Pursuant to Section 607.1105 of the Florida Business Corporation (the Act), **MAL** and **PRIEDE** adopt the following Articles of Merger.

SECTION ONE

The Merger Agreement dated the 25th day of June, 1997 between **MAL** and **PRIEDE** was approved and adopted at a Joint Meeting of the Stockholder and Director by the shareholder and directors of each corporation on the 26th day of June, 1997.

SECTION TWO

Pursuant to the Merger Agreement, all issued and outstanding shares of **MAL'S** stock will be acquired by means of a merger of **MAL** into **PRIEDE** with **PRIEDE** being the surviving corporation

SECTION THREE

The Merger Agreement is attached hereto as Exhibit "A" and it is incorporated by reference as if fully set forth.

SECTION FOUR

Pursuant to Section 607.1105 (1)(b) of the Act, the date and time of the effectiveness of the merger shall be on June 30, 1997 at midnight.

IN WITNESS WHEREOF, the parties hereto have set their hands the date and year first above

written.

Signed, sealed and
delivered in presence of:

Sign: [Signature]

Print: V.P. Nuccio

Sign: [Signature]

Print: R.J. Caputo
As to Mal

Sign: [Signature]

Print: V.P. Nuccio

Sign: [Signature]

Print: R.J. Caputo
As to Priede

MAL, INC.
a Florida Corporation

By: [Signature]
Wilbert Malphus, President

PRIEDE MAL CONSTRUCTORS, INC.
a Florida Corporation

By: [Signature]
Nelson J. Priede, President

MERGER AGREEMENT

THIS MERGER AGREEMENT made and entered into this 25th day of June, 1997 by and between **PRIEDE MAL CONSTRUCTORS, INC., formerly known as NELSON J. PRIEDE CONSTRUCTION CO., INC.**, a Florida Corporation, hereinafter referred to as "**PRIEDE**", and **MAL, INC.**, a Florida Corporation, hereinafter referred to as "**MAL**".

RECITALS

1. The total number of shares of stock which **PRIEDE** is authorized to issue is One Thousand (1,000) shares at the par value of One Dollar (\$1.00) per share. A total of Five Hundred Ten (510) shares have been issued and Four Hundred Ninety (490) shares have not been issued.
2. The total number of shares of stock which **MAL** is authorized to issue is Fifty Thousand (50,000) shares at the par value of One Dollar (\$1.00) per share. A total of Five Hundred (500) shares have been issued and Forty Nine Thousand Five Hundred (49,500) shares have not been issued.
3. The boards of director of the respective corporations deem it desirable and in the best interest of the corporations and their shareholder that **MAL** be merged into **PRIEDE**.
4. Subject to the approval by the stockholder and director of each of the corporation, the merger shall become effective June 30, 1997 at midnight.
5. For federal tax purposes, it is intended that the merger shall qualify as a reorganization within the meaning of Section 368 (a) of the Internal Revenue Service Code, as amended.

THEREFORE, for reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to the Florida Statutes, Section 606.1101, that **MAL** shall be merged into **PRIEDE** a single corporation; and the parties hereto hereby agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of **MAL** into share of **PRIEDE** as follows:

SECTION ONE SURVIVING CORPORATION

MAL shall be merged into **PRIEDE** and the existence of **MAL** shall cease and the corporate existence of **PRIEDE** shall continue and shall become the owner, without other transfer, of all the rights and property of constituent corporations, and **PRIEDE** shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if **PRIEDE** had itself incurred them.

SECTION TWO PRINCIPAL OFFICE

The principal office of **PRIEDE** shall remain the principal office of the corporation following this merger.

SECTION THREE OBJECTS AND PURPOSES

The nature of the business and the object and purposes proposed to be transacted, promoted and carried on by the corporation following the merger shall be the continuation of the business the corporations were engaged in prior to the merger, to-wit: general construction.

SECTION FOUR BY-LAWS

The present By-Laws of **PRIEDE** insofar as not inconsistent with this agreement of merger, shall continue to be the By-Laws of the corporation following the merger until altered, amended or repealed as therein provided.

SECTION FIVE NAMES OF DIRECTORS

The names of the persons who shall constitute the board of directors of **PRIEDE** following merger, and who shall hold office until the first annual meeting of the shareholders of **PRIEDE** following merger, are as follows:

Nelson J. Priede

Wilbert Malphus

SECTION SIX METHOD OF CONVERTING SHARES

Immediately upon this agreement becoming effective, the shares of the constituent corporations shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of **PRIEDE**, as follows: Four hundred Ninety (490) share of the capital common stock of **PRIEDE** shall be issued to Wilbert Malphus.

**SECTION SEVEN
EXTRAORDINARY TRANSACTIONS**

Neither corporations shall prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this agreement.

**SECTION EIGHT
SUBMISSION TO STOCKHOLDERS: EFFECTIVE DATE**

This agreement shall be submitted to the stockholders of the constituent corporations in the manner provided by the said Florida Statute and if the votes of stockholders of each corporation representing one hundred percent (100%) of the total number of shares of its capital stock outstanding shall be in favor of the adoption of this agreement, it shall, subject to the provisions of Section Nine of this agreement, take effect as the agreement of merger of the constituent corporations on the date on which it is filed in the office of the Department of Corporations, Office of the Secretary of State, State of Florida together with evidence of its adoption as required by law.

**SECTION NINE
ABANDONMENT OF MERGER**

Anything to the contrary herein notwithstanding, if the board of director of **PRIEDE**, or the board of director of **MAL**, should determine, either before or after the meeting of the stockholders of the respective corporations called to vote on the adoption or rejection of merger, that for any legal, financial, economic or business reason deemed sufficient by such board it is not in the interest of the corporation it represents, or the stockholder of such corporation, or is otherwise inadvisable or impracticable to consummate the merger, such board of director may abandon the merger by directing the officer of the corporation to refrain from executing or filing this agreement of merger, and thereupon this agreement shall be void and of no effect.

IN WITNESS WHEREOF, director or a majority thereof, of **PRIEDE**, and the directors, or a majority thereof of **MAL** have executed this agreement under their respective corporate seals on the day and year first above written.

Signed, sealed and
delivered in presence of:

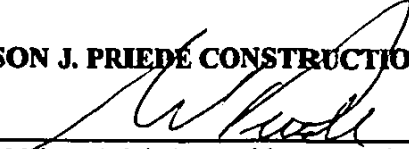
Sign: 

Print: V. Q. Nuccio

Sign: 

Print: N. J. Priede
As to Priede

NELSON J. PRIEDE CONSTRUCTION CO., INC

By: 
Nelson J. Priede, President and Director
"PRIEDE"

(SEAL)

Sign: *V.D. Nuccio*

Print: V.D. Nuccio

Sign: *R.S. Caputo*

Print: R.S. Caputo

As to Mal

MAL, INC.

By: *Wilbert Malphus*
Wilbert Malphus, President and Director
"MAL"

(SEAL)