

K01363

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December 7, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 19 AM 9:07

Re: Articles of Merger  
Construction, Design, Management & Associates, Inc. (C.D.M.A.) and  
B.V.H., Inc.

Dear Sir/Madam:

Enclosed herewith please find an original and copy of the following:

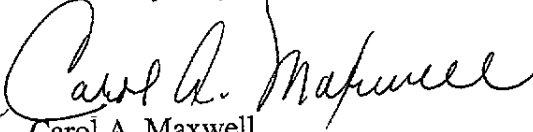
Articles of Merger;  
Joint Written Consent of C.D.M.A.  
Joint Written Consent of B.V.H., Inc.  
Plan of Merger  
Trust check in the amount of \$78.75

000003496120--1  
-12/11/00--01159--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

We would appreciate it if you would issue a Certificate of Merger or in the alternative, return to this office a certified copy of the Articles.

Thank you for your assistance in this matter. If you have any further questions, please do not hesitate to contact me.

Yours very truly,

  
Carol A. Maxwell  
Legal Assistant to  
L. ALEXANDER VANCE

LAV/cam  
Enclosures

*Menger*

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

B.V.H., INC., a Florida corporation, P97000008974

INTO

**CONSTRUCTION, DESIGN, MANAGEMENT & ASSOCIATES, INC.**, a Florida  
entity, K01363

File date: December 19, 2000

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER OF  
B.V.H., INC.  
(a Florida corporation)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 19 AM 9:07

into

**CONSTRUCTION, DESIGN, MANAGEMENT & ASSOCIATES, Inc.  
(a Florida corporation)**

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations, CONSTRUCTION, DESIGN, MANAGEMENT & ASSOCIATES, INC. a Florida corporation ("C.D.M.A."), and B.V.H., Inc. a Florida Corporation ("B.V.H."), adopt the following articles of merger for the purpose of merging them into one of the corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Name of Corporation

State of Corporation

Construction, Design, Management & Associates, Inc.  
(C.D.M.A., Inc.)

Florida

B.V.H., Inc.

Florida

Construction, Design, Management & Associates, Inc. (C.D.M.A., Inc.) is the surviving corporation.

2. The laws of the State of Florida permit the merger of Florida corporations.

3. The name of the surviving corporation is Construction, Design, Management & Associates, Inc. (C.D.M.A., Inc.) and it is to be governed by the State of Florida.

4. The Plan of Merger, attached hereto as Exhibit "A" and incorporated by reference, was approved by the directors and shareholders of Construction, Design, Management & Associates, Inc. and B.V.H., Inc. in the manner prescribed by the Florida Business Corporation Act.

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the plan, are as follows:

<u>Name of Corporation</u>	<u>Total Number Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
Construction, Design, Management & Associates, Inc.	1000	Common	1000
B.V.H., Inc.	1000	Common	1000

6. As to each of the undersigned corporation, the total number of shares voted for and against the plan, respectively, and, as to each class entitled to vote as a class, the number of shares of that class voted for and against the plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Construction, Design, Management & Associates, Inc.	1000	0	Common	1000	0
B.V.H., Inc.	1000	0	Common	1000	0

7. This merger shall be effective upon the filing of these Articles of Merger.

DATED THIS 6<sup>th</sup> DAY OF DECEMBER, 2000.

CONSTRUCTION, DESIGN, MANAGEMENT  
& ASSOCIATES, INC. (C.D.M.A.)

BY:   
KEITH BROCKHOUSE, President

B.V.H., INC.

BY:   
KEITH BROCKHOUSE, President

**JOINT WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS AND SHAREHOLDERS OF  
CONSTRUCTION, DESIGN, MANAGEMENT & ASSOCIATES, INC. (C.D.M.A.)  
TO ACTION IN LIEU OF A MEETING**

The undersigned, being all of the Directors and all of the Stockholders of Construction, Design, Management & Associates, Inc., a Florida corporation (C.D.M.A.), (hereinafter referred to as the "Corporation"), hereby consent to, authorize, adopt, and approve the following corporate actions and resolutions by written consent in lieu of a meeting of the Board of Directors of the Corporation pursuant to Sections 607.0724 and 607.0821, Florida Statutes:

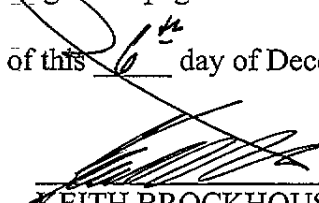
1. That the Corporation is authorized to merge with B.V.H., INC., a Florida Corporation, pursuant to that certain Plan of Merger of even date herewith (the "Plan"), in substantially the form attached hereto as Exhibit "A", and to execute and deliver such other documents necessary to consummate the transactions contemplated by the Plan.
2. That any one of the officers of this Corporation be, and they hereby are, authorized and directed, by and in the name and on behalf of the Corporation, to make all such arrangements, to do and perform all such acts and things, to execute and deliver all such certificates, documents and other instruments, and to take such further actions as they may deem necessary or advisable in order to fully effectuate the purposes of this written action.
3. This Written Action may be executed in one or more counterparts, which together shall constitute a single Written Action. Any party may execute this Written Action by delivering a signed faxed signature page to the other party.
4. This Written Action is effective as of this 16<sup>th</sup> day of December, 2000.

12/6/00  
Date

12/6/00  
Date


12/6/00  
Date

12-6-00  
Date

  
\_\_\_\_\_  
KEITH BROCKHOUSE  
Director and Stockholder

  
\_\_\_\_\_  
DIRK L. VanVUREN  
Director and Stockholder

  
\_\_\_\_\_  
JOSEPH W. HADDOW  
Director and Stockholder

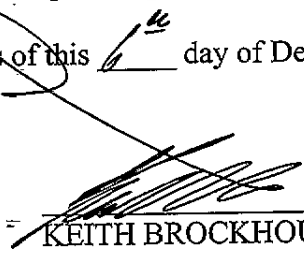
  
\_\_\_\_\_  
RICKY G. BARNES  
Director and Stockholder

**JOINT WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS AND SHAREHOLDERS OF  
B.V.H., INC.  
TO ACTION IN LIEU OF A MEETING**

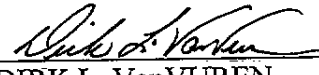
The undersigned, being all of the Directors and all of the Stockholders of B.V.H., Inc., a Florida corporation (hereinafter referred to as the "Corporation"), hereby consent to, authorize, adopt, and approve the following corporate actions and resolutions by written consent in lieu of a meeting of the Board of Directors of the Corporation pursuant to Sections 607.0724 and 607.0821, Florida Statutes:

5. That the Corporation is authorized to merge with CONSTRUCTION, DESIGN, MANAGEMENT & ASSOCIATES, INC., a Florida Corporation, (C.D.M.A.) pursuant to that certain Plan of Merger of even date herewith (the "Plan"), in substantially the form attached hereto as Exhibit "A", and to execute and deliver such other documents necessary to consummate the transactions contemplated by the Plan.
6. That any one of the officers of this Corporation be, and they hereby are, authorized and directed, by and in the name and on behalf of the Corporation, to make all such arrangements, to do and perform all such acts and things, to execute and deliver all such certificates, documents and other instruments, and to take such further actions as they may deem necessary or advisable in order to fully effectuate the purposes of this written action.
7. This Written Action may be executed in one or more counterparts, which together shall constitute a single Written Action. Any party may execute this Written Action by delivering a signed faxed signature page to the other party.
8. This Written Action is effective as of this 6<sup>th</sup> day of December, 2000.

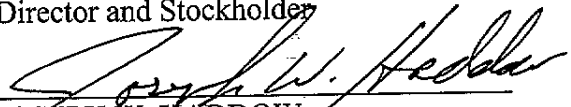
12/6/00  
Date

  
KEITH BROCKHOUSE  
Director and Stockholder


12/6/00  
Date

  
DIRK L. VanVUREN  
Director and Stockholder

12/6/00  
Date

  
JOSEPH W. HADDOW  
Director and Stockholder

12-6-00  
Date

  
RICKY G. BARNES  
Director and Stockholder

## PLAN OF MERGER

This Plan of Merger is adopted for Construction, Design, Management & Associates, Inc., (C.D.M.A.), a business corporation organized under the laws of the State of Florida, by joint written action of its Board of Directors and Shareholders of even date herewith, and adopted for B.V.H., Inc., a business corporation organized under the laws of the State of Florida, by joint written action of its Board of Directors and Shareholders of even date herewith. The names of the corporations planning to merge are Construction, Design, Management & Associates, Inc., (C.D.M.A.), a business corporation organized under the laws of the State of Florida and B.V.H., Inc., a business corporation organized under the laws of the State of Florida. The surviving corporation shall be C.D.M.A. and its name shall be Construction, Design, Management & Associates, Inc.

1. The address of Construction, Design, Management & Associates, Inc. is 365 Gus Hipp Boulevard, Rockledge, FL 32955, its place of organization is the State of Florida, and its governing law is the Florida Business Corporation Act. The address of B.V.H., Inc., 365 Gus Hipp Boulevard, Rockledge, FL 32955, its place of organization is the State of Florida, and its governing law is the Florida Business Corporation Act.

2. B.V.H., Inc. shall be merged into Construction, Design, Management & Associates, Inc. (C.D.M.A.), pursuant to the provisions of the laws of the State of Florida, and Construction, Design, Management & Associates, Inc. (C.D.M.A.) shall be the surviving corporation when the merger becomes effective. Construction, Design, Management & Associates, Inc. (C.D.M.A.) is sometimes hereinafter referred to as the "surviving corporation" and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Statutes. The separate existence of B.V.H., Inc. which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease when the merger becomes effective in accordance with the laws of Florida.

3. This merger is intended to qualify as a tax-free merger under Section 368(a)(1)(A) of the Internal Revenue Code.

4. The Certificate of Incorporation of the surviving corporation when the merger becomes effective shall be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Statutes.

5. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Statutes.

6. The directors and officers in office of the surviving corporation when the merger becomes effective shall be the members of the first Board of Directors and the first Officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

7. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued when the merger takes effect shall continue to represent one issued share of the surviving corporation. The issued and outstanding and the authorized but unissued shares of B.V.H., Inc. shall be canceled as of the filing of the Articles of Merger.

8. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the stockholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Statutes.

9. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the stockholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Statutes, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

11. The merger shall be effective upon the filing of Articles of Merger (the "Effective Date").