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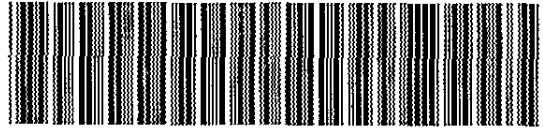
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

C. Ocullette DEC 22 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 368289 7135588

AUTHORIZATION : *Patricia Pizute*

COST LIMIT : \$ 78.75

ORDER DATE : December 19, 2003

ORDER TIME : 12:37 PM

ORDER NO. : 368289-005

CUSTOMER NO: 7135588

CUSTOMER: Jonathan Feuerman, Esq.
Therrel Baisden, P.a.
Suite 2400, Suntrust
International Center One S.e.
Miami, FL 33131

ARTICLES OF MERGER

CARMA SERVICES, INC.

INTO

CMN STEEL FABRICATORS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

1. The undersigned corporations, CARMA SERVICES, INC., being validly and legally formed under the laws of the State of Florida, and CMN STEEL FABRICATORS, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

2. The name of the surviving corporation is CMN STEEL FABRICATORS, INC. and it is to be governed by the laws of the State of Florida.

3. The principal office of the surviving corporation shall be 7993 N.W. 60 Street, Miami, Florida 33166.

4. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

5. The Plan of Merger will become effective as of the date these Articles are filed with the Florida Department of State.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of CARMA SERVICES, INC., a Florida corporation on the 16th day of December, 2003.

7. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of CMN STEEL FABRICATORS, INC., a Florida corporation on the 16th day of December, 2003.

8. As to each of the undersigned corporations, the number of shares outstanding and the total number of shares voted for and against such Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Outstanding Shares</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
CARMA SERVICES, INC. a Florida corporation	500	500	0
CMN STEEL FABRICATORS, INC., a Florida corporation	500	500	

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. The Plan of Merger calls for cancellation of the issued shares of CARMA SERVICES, INC., a Florida corporation, which shall be effected as set forth in the Plan, a true and correct copy of which is attached hereto. The issued shares of CMN STEEL FABRICATORS, INC., a Florida corporation, shall not be affected by this merger.

CARMA SERVICES, INC.
a Florida corporation

**CMN STEEL FABRICATORS,
INC.,** a
Florida corporation

By: *[Signature]*
Maria I. Nunez, President

By: *[Signature]*
Carlos M. Nunez, President

Attest: *[Signature]*
Carlos M. Nunez,
Secretary

Attest: *[Signature]*
Maria I. Nunez,
Secretary

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

PERSONALLY, appeared before me, the undersigned authority, Maria I. Nunez, who acknowledged to and before me that she is President of CARMA SERVICES, INC., a Florida corporation and that she executed the foregoing Articles of Merger for the reasons and purposes therein expressed. She was personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of DECEMBER, 2003.

[Signature]
Notary Public

My Commission Expires:



STATE OF FLORIDA
COUNTY OF MIAMI-DADE

PERSONALLY, appeared before me, the undersigned authority, Carlos M. Nunez, who acknowledged to and before me that he is President of CMN STEEL FABRICATORS, INC., a Florida corporation and that he executed the foregoing Articles of Merger for the reasons and purposes therein expressed. He was personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of DECEMBER 2003.


Notary Public

My Commission Expires:

W:\Nunez\Articles of Merger.wpd



PLAN OF MERGER

THIS AGREEMENT, made and entered into this 1st day of December, 2003 by and between **CARMA SERVICES, INC.**, a Florida corporation and **CMN STEEL FABRICATORS, INC.**, a Florida corporation, sometimes hereinafter collectively referred to as the "Constituent Corporations".

RECITALS

A. The Stockholders and Board of Directors of the Constituent Corporations have deemed it advisable that **CARMA SERVICES, INC.**, a Florida corporation hereinafter also referred to as the "Disappearing Corporation," be merged into **CMN STEEL FABRICATORS, INC.**, a Florida corporation, hereinafter referred to as the "Surviving Corporation" under the laws of the State of Florida, and

B. Disappearing Corporation is duly organized and existing under the laws of the State of Florida, having been incorporated on the April 8, 1992, has an authorized capital stock consisting of Five Hundred (500) shares of \$1.00 par value, of which there are now issued and outstanding Five Hundred (500) shares of said stock.

C. **CMN STEEL FABRICATORS, INC.**, a Florida corporation having been incorporated on November 1, 1988, has an authorized capital stock consisting of Five Hundred (500) shares of \$1.00 par value, of which there are now issued and outstanding Five Hundred (500) shares of said stock.

NOW, THEREFORE, in consideration of the promises and mutual agreements hereinafter contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions hereinafter provided.

1. Recitals.

The above recitals are true and correct and incorporated herein.

2. Agreement of Merger.

A. It is hereby agreed that the Disappearing Corporation shall merge into the Surviving Corporation. The Articles of Incorporation of the surviving Corporation, shall remain unchanged.

B. The Surviving Corporation agrees to pay to the dissenting shareholders of either constituent corporation complying with the terms of Section 607.1101 of the Florida Statute, the fair value of their shares.

3. Principal Office of Surviving Corporation.

The principal office of the Surviving Corporation, shall remain at 7993 N.W. 60 Street, Miami, Florida 33166.

4. Capitalization of Surviving Corporation.

The capitalization of the Surviving Corporation, shall remain as is presently authorized, that is, Five Hundred (500) shares of \$1.00 par value common stock.

5. Officers and Directors of Surviving Corporation.

The members of the Board of Directors and the officers of the Surviving Corporation immediately after the effective time of the merger shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Disappearing Corporation immediately prior to the effective time of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

6. Registered Agent of Surviving Corporation.

The Registered Agent of the Surviving Corporation shall be as follows:

Carlos M. Nunez
7993 N.W. 60 Street
Miami, Florida 33166

7. Conveyance of Assets; Assumption of Liabilities.

A. The Disappearing Corporation hereby agrees, to the extent permitted by law, from time to time, as and when requested by the Surviving Corporation so to do, or by its successors and assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken, such further or additional actions as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all property, real and personal, of the Disappearing Corporation, acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper officers of the Disappearing Corporation have been authorized and directed to take any and all actions that may be necessary to effect such transfers, conveyances and assignments to carry out the purpose of such merger.

B. All assets and interests of any kind whatsoever of the Disappearing Corporation, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation, and the title of any and all property shall be vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Disappearing Corporation shall thenceforth attach to the Surviving

Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been initially incurred or contracted by it.

8. Ratification by Stockholders and Directors.

This Agreement of Merger and all of the terms and provisions herein contained have been ratified and approved by the Stockholders and Directors of each of the Constituent Corporations.

9. Mode of Effecting Merger.

The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows:

A. Each share of \$1.00 par value common stock of CARMA SERVICES, INC., a Florida corporation issued and outstanding on the effective date of the merger and all rights in respect thereof shall, without any action on the part of the shareholder, be completely canceled. The shares of capital stock of the Surviving Corporation pursuant to this merger shall continue to be owned by the shareholders who are also shareholders of the Disappearing Corporation.

B. The Merger shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Disappearing Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. Thereafter, each stockholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the Surviving Corporation.

10. **Abandonment of Merger.**

This plan of merger may be abandoned by action of the board of directors of either the Surviving or the Disappearing Corporation at any time prior to the effective date.

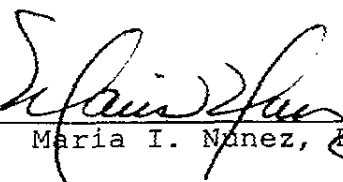
11. **Effective Date of Merger.**

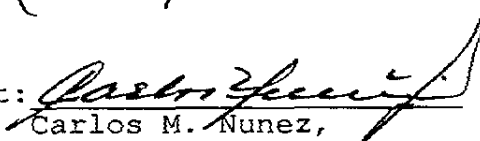
A. This Merger shall become effective as of the date of filing the Articles of Merger with the Florida Department of State.

B. Upon the merger becoming effective, the separate existence of the Disappearing Corporation shall cease, except as may be requisite for carrying out the purposes of this Agreement of Merger, or as continued by statute. All of the rights, privileges, Powers, franchises, property and assets of every kind and description of the Disappearing Corporation, shall be vested in and be held and enjoyed by the Surviving Corporation.

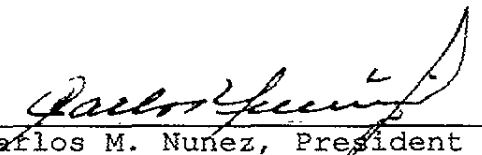
IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereby by their respective Presidents and Secretaries, thereunto duly authorized by the respective Board of Directors and Shareholders of each corporation.

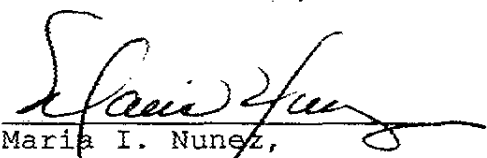
CARMA SERVICES, INC.,
a Florida corporation

By: 
Maria I. Nunez, President

Attest: 
Carlos M. Nunez,
Secretary

CMN STEEL FABRICATORS, INC.,
a Florida corporation

By: 
Carlos M. Nunez, President

Attest: 
Maria I. Nunez,
Secretary

**CERTIFICATE OF
CMN STEEL FABRICATORS, INC.**

The undersigned, as Secretary and President, respectively, of CMN STEEL FABRICATORS, INC., a Florida corporation, do hereby certify that the Plan of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 16th day of December, 2003 pursuant to the laws of the State of Florida, and (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Stockholders and Directors was present thereat, and that at said meeting the adoption and execution of such Plan of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Plan of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Plan of Merger pursuant to the authority granted to them for such purpose.

WITNESS our hands and seals this 15th day of Dec., 2003.

CMN STEEL FABRICATORS, INC.,
a Florida corporation

By: Carlos M. Nunez
Carlos M. Nunez, President

Attest: Maria I. Nunez
Maria I. Nunez, Secretary

**CERTIFICATE OF
CARMA SERVICES, INC.**

The undersigned, as Secretary and President, respectively, of CARMA SERVICES, INC., a Florida corporation, do hereby certify that the Plan of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 16th day of December, 2003 pursuant to the laws of the State of Florida, and (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Stockholders and Directors was present thereat, and that at said meeting the adoption and execution of such Plan of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Plan of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Plan of Merger pursuant to the authority granted to them for such purpose.

WITNESS our hands and seals this 16 day of December 2003.

CARMA SERVICES, INC., a
Florida corporation

By: [Signature]
Maria I. Nunez, President

Attest: [Signature]
Carlos M. Nunez, Secretary

W:\Nunez\Plan of Merger.wpd