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MJH

DATE: 10-31-01

NAME: FINLAY..

TYPE OF FILING: ARTICLES OF MERGER

FINLAY CONSTRUCTION, INC. WITH AND INTO
FINLAY CONSTRUCTION LLC

COST: \$65.00

RETURN: Good Standing

RECEIVED
01 OCT 31 AM 10:51
CLERK OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

500004660585--0

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

P.D. Hodge

FILED
01 OCT 31 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

FILED
01 OCT 31 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FINLAY CONSTRUCTION, INC., P00000102430, A Florida Corporation

INTO

FINLAY CONSTRUCTION LLC, a Florida entity, L01000018792

File date: October 31, 2001

Corporate Specialist: Michelle Hodges

Account number: FCA000000015

Amount charged: 65.00

**ARTICLES OF MERGER
OF**

**Finlay Construction, Inc.
(a Florida corporation)**

WITH AND INTO

**Finlay Construction LLC
(a Florida limited liability company)**

01 OCT 31 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to the provisions of Sections 607.1109 of the Florida Statutes, these Articles of Merger provide that:

1. Finlay Construction, Inc., a Florida corporation ("Finlay Corp."), shall be merged with and into Finlay Construction LLC, a Florida limited liability company ("Construction LLC"), which shall be the surviving entity.

2. The merger shall become effective as of the date of filing of these Articles of Merger.

3. The terms and conditions of the proposed merger and the manner of converting the shares of Common Stock of Finlay Corp. are set forth in the Plan of Merger dated as of Oct. 31, 2001, pursuant to which Finlay Corp. shall be merged with and into Construction LLC (the "Merger"), which Plan of Merger is attached hereto as Exhibit "A" (the "Plan of Merger").

4. The Plan of Merger was adopted and approved by the Board of Directors and Shareholders of Finlay Corp. on Oct. 30, 2001 by unanimous written consent in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

5. The Plan of Merger was approved by Finlay LLC, the sole member of the surviving entity by unanimous consent in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Finlay Corp. and Construction LLC by the undersigned as of Oct. 31, 2001.

FINLAY CONSTRUCTION, INC.

By: Carroll C. Finlay
Carroll C. Finlay, President

FINLAY CONSTRUCTION LLC

By: Construction LLC, a Florida limited liability Company, its sole member

By: Christopher C. Finlay
Christopher C. Finlay, Member

By: Carroll C. Finlay
Carroll C. Finlay, Member

EXHIBIT A

PLAN OF MERGER

OF

Finlay Construction, Inc.
(a Florida corporation)

WITH AND INTO

Finlay Construction LLC
(a Florida limited liability company)

P -102430
LOI-18792

This Plan of Merger is dated effective as of Oct. 31, 2001 by and between Finlay Construction, Inc., a Florida corporation ("Finlay Corp."), and Finlay Construction LLC, a Florida limited liability company ("Construction LLC").

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of the Florida Business Corporation Act, the Florida Limited Liability Company Act, and this Plan of Merger dated as of Oct. 31, 2001 by and among Finlay Corp. and Construction LLC, at the Effective Time (as defined below), Finlay Corp. shall be merged with and into Construction LLC (the "Merger"), the separate and corporate existence of Finlay Corp. shall cease, and Construction LLC (the "Surviving Company") shall continue its corporate existence pursuant to the laws of Florida under its present name. (Finlay Corp. and Construction LLC are collectively referred to as the "Constituent Entities.")

2. The Merger shall become effective as of the date of filing of the Articles of Merger (the "Effective Time").

3. The Surviving Company shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Company without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Company without further act or deed, and the Surviving Company shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger all of the shares of stock of Finlay Corp. outstanding immediately prior to the Merger shall be converted into a 99.9% member interest in Construction LLC.

6. The Surviving Company shall be managed by its members. Immediately following the merger, the members of the Surviving Company shall be Carroll C. Finlay and Finlay LLC.

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

FINLAY CONSTRUCTION, INC.

By: 

Carroll C. Finlay, President

FINLAY CONSTRUCTION LLC

By: Construction LLC, a Florida limited liability Company, its sole member

By: 

Christopher C. Finlay, Member

By: 

Carroll C. Finlay, Member