

L020000019918

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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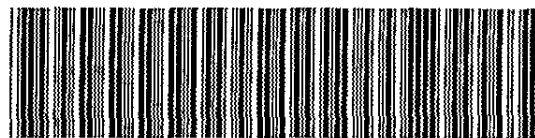
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

12/02/02

Jefferson F. Riddell
Thomas B. Luzier

Law Offices
RIDDELL & LUZIER

Sarasota
SunTrust Bank Building
3400 S. Tamiami Trail, Suite 202
Sarasota, Florida 34239

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Bradenton: (941) 782-5575
Fax: (941) 782-5552

November 14, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

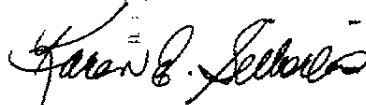
RE: Farr Crest Excavating Corp Articles of Merger

Dear Ladies/Gentlemen:

Enclosed please find the Articles of Merger for filing along with Plan of Merger and check in amount of \$60.00 payable to Department of State.

If you have any questions, please call. Thank you.

Sincerely yours,



Karen E. Seiberlich

/kes
Enclosure

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ARTICLES OF MERGER
Merger Sheet

MERGING:

FARR EXCAVATING CORP., A NON-QUALIFIED NEW YORK ENTITY

into

FARR CREST EXCAVATING, LLC, a Florida entity L02000019918

File date: December 5, 2002

Corporate Specialist: Trevor Brumbley

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Farr Crest Excavating Corp.</u> <u>685 Davis Rd.</u> <u>New Kingston, NY 12459</u>	<u>New York</u>	<u>For-profit corp.</u>
Florida Document/Registration Number: _____		FEI Number: <u>13-3387507</u>
2. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Farr Crest Excavating LLC</u> <u>2090 Myakka Road</u> <u>Sarasota, FL 34240</u>	<u>FLORIDA</u>	<u>limited liability co</u>
Florida Document/Registration Number: <u>L02000019918</u>		FEI Number: <u>52-2369876</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity

Signature(s)

Typed or Printed Name of Individual

Farr Crest Excavating Corp.

M. Page Farn

M. Paige Farr

Farr Crest Excavating, LLC

M. Page Foss

M. Paige Farley

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SECRETARY OF STATE
AD. A. ASST. FOR
ORD.

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Farr Crest Excavating Corp.	New York

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Farr Crest Excavating, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

Type A merger pursuant to applicable Florida and New York laws and IRC § 368 (a) (1) (A)

(Attach additional sheet(s) if necessary)

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Shares of stock in merging party exchanged for membership interest in surviving party pro rata.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not applicable.

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ALLAHSEE, FLORIDA

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

Not applicable

If General Partner is a Non-Individual,

Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

M. Paige Farr
2090 Myakka Road
Sarasota, FL. 34240
Joseph Farr
2090 Myakka Road
Sarasota, FL. 34240

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

SIGNATURE PAGE FOR PLAN OF MERGER

(Farr Crest Excavating Corp., a New York corporation into
Farr Crest Excavating, LLC, a Florida limited liability company)

The undersigned, in all of the capacities indicated, hereby executes and confirms the Plan
Of Merger to which this signature page is attached.

Date: September ____, 2002

Farr Crest Excavating Corp., a New York
corporation

By: M. Paige Farr
M. Paige Farr, President

M. Paige Farr
M. Paige Farr as sole shareholder of Farr
Crest Excavating Corp., a New York
corporation

Farr Crest Excavating, LLC, a Florida
limited liability company

By: M. Paige Farr
M. Paige Farr, manager and sole
member

Farr Crest Excavating, LLC, a Florida
limited liability company

By: Joseph Farr
Joseph Farr, manager

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JUDICIAL CIRCUIT
IN AND FOR
FLORIDA