

L48144

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December 27, 2000

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

ARTICLES AND PLAN OF MERGER

of

Florida Solutions, Inc.

into

Environmental Restoration Company

100003517581--8
-01/02/01--01006--017
*****78.75 *****78.75

Dear Sir or Madame:

Enclosed please find two originals of the Articles and Plan of Merger for the above-referenced corporations and a check in the amount of \$78.75 to cover the filing fee and one (1) certified copy.

Please send the certified copy of the filed document to the following address:

Robert J. Hutchins, Attorney
Post Office Box 547607
Orlando, Florida 32854-7607

Respectfully submitted,



Robert J. Hutchins

EFFECTIVE DATE
1/1/2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 29 PM 2:21

Merger

V. SHEPARD JAN 9 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA SOLUTIONS, INC., a Florida corporation, L48144

INTO

ENVIRONMENTAL RESTORATION COMPANY. a Virginia corporation not
qualified in Florida

File date: December 29, 2000; effective January 1, 2001

Corporate Specialist: Velma Shepard

ARTICLES AND PLAN OF MERGER OF

Florida Solutions, Inc.
(a Florida Corporation)
into
Environmental Restoration Company
(a Virginia Corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 29 PM 2:21
EFFECTIVE DATE
1/1/2001

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

ONE

The name of the surviving corporation is: Environmental Restoration Company. The jurisdiction of the surviving corporation is: Virginia.

TWO

The name of the merging corporation is: Florida Solutions, Inc. The jurisdiction of the merging corporation is: Florida.

THREE

The following is the Plan of Merger:

First: Names of Corporations. The names of the corporations to be merged are Florida Solutions, Inc., a Florida corporation (hereinafter referred to as the "Florida Corporation") and Environmental Restoration Company, a Virginia corporation (hereinafter referred to as the "Virginia Corporation").

Second: Merger. The Florida Corporation shall be and hereby is merged into the Virginia Corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code.

Third: Surviving Corporation. The surviving corporation shall be Environmental Restoration Company, a Virginia corporation. The Virginia Corporation shall survive the merger herein contemplated and shall continue to be governed by the laws of the Commonwealth of Virginia, but the separate corporate existence of the Florida Corporation shall cease forthwith upon the Effective Date. The present officers and directors of the Florida Corporation shall cease to be officers and directors of the Florida Corporation.

Fourth: Effective Date. These Articles and Plan of Merger shall become effective on 12:01 a.m. on January 1, 2001, the time of such effectiveness being hereinafter called the Effective Date.

Fifth: Share Conversion. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving or any other corporation or into cash or other property, in whole or in part, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation into cash or other property in whole or in part, are as follows:

Forthwith upon the Effective Date, the 500 issued and outstanding common shares of the Florida Corporation and all rights in respect thereof shall be converted into nine thousand six-hundred and eight (9,608) fully paid and nonassessable common shares of the Virginia Corporation. The certificate nominally representing common shares of the Florida Corporation shall for all purposes be deemed to evidence the ownership of 9,608 common shares of the Virginia

Corporation. Carlton Dixon as the shareholder of the Florida Corporation, shall immediately surrender the certificate for shares in the Florida Corporation for a certificate of 9,608 common shares of the Virginia Corporation.

Sixth: Amendment of Articles of Incorporation. The Articles of Incorporation of the Virginia Corporation shall, upon the Effective Date, be amended as follows:

ARTICLE C shall be amended in its entirety to read as follows:

C: The aggregate number of shares which the Corporation shall have authority to issue and the par value per share are as follows:

| <u>CLASS AND SERIES</u> | <u>NUMBER OF SHARES</u> | <u>PAR VALUE PER SHARE</u> |
|-------------------------|-------------------------|----------------------------|
| Common | 19,608 | \$00.10 |

FOUR

The merger shall become effective at 12:01 a.m. on January 1, 2001.

FIVE

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 28, 2000.

SIX

The Plan of Merger was adopted by the shareholders of the merging corporation on December 28, 2000.

SEVEN

The address of the principal office of the surviving Virginia Corporation is: 9700 Ashley Dawn Court, Fredericksburg, Virginia 22408.

EIGHT

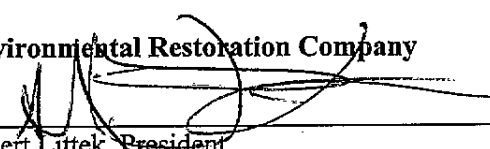
The surviving Virginia Corporation is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

NINE

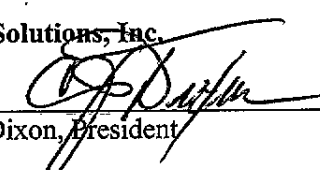
The surviving Virginia Corporation agrees to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under F.S. 607.1302.

The undersigned Presidents of each of the corporations declare that the facts herein stated are true as of December 28, 2000.

Environmental Restoration Company


Albert Littek, President

Florida Solutions, Inc.


Carlton Dixon, President