

L94532

Florida Department of State

Division of Corporations

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From: ASTRID BUTTARI, Legal Assistant
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ODEBRECHT CONSTRUCTION, INC.

Merger

12/28/01

12/26/01

Dr

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ODEBRECHT CONTRACTORS OF CALIFORNIA, INC., a Delaware corporation
not qualified to transact business in the State of Florida

INTO

ODEBRECHT CONSTRUCTION, INC., a Florida entity, L94532

File date: December 27, 2001, effective December 30, 2001

Corporate Specialist: Darlene Connell

12-28-2001 5:20PM

FROM AKERMAN, SENTERFITT 539 0938

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DIVISION OF CORPORATIONS
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FAX AUDIT NO.: H01000123977

EFFECTIVE DATE

12-30-01

ARTICLES OF MERGER
of
ODEBRECHT CONTRACTORS OF CALIFORNIA, INC.,
a Delaware corporation
with and into
ODEBRECHT CONSTRUCTION, INC.,
a Florida corporation

The following Articles of Merger are being submitted in accordance with Section 607.1105 of the Florida Business Corporation Act:

1. The names of the merging parties are Odebrecht Contractors of California, Inc., a Delaware corporation (the "Merging Corporation"), and Odebrecht Construction, Inc., a Florida corporation (the "Surviving Corporation").

2. The Merging Corporation is hereby merged with and into the Surviving Corporation in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation Law, with the Surviving Corporation being the surviving corporation of the merger.

3. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein.

4. The Agreement and Plan of Merger was adopted by the Board of Directors and approved by the sole shareholder of the Merging Corporation by joint unanimous written consent on December 21, 2001 in accordance with the applicable provisions of the Delaware General Corporation Law.

5. The Agreement and Plan of Merger was adopted by the Board of Directors and approved by the sole shareholder of the Surviving Corporation by joint unanimous written consent on December 21, 2001 in accordance with the applicable provisions of the Florida Business Corporation Act.

6. The effective date of the merger is December 30, 2001.

[Signatures on following page]

[Handwritten signature]
[Handwritten initials]

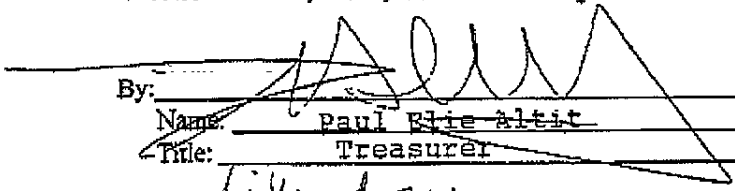
FAX AUDIT NO.: H01000123977

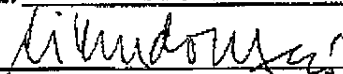
FAX AUDIT NO.: H01000123977

The undersigned have caused these Articles of Merger to be executed on December 21, 2001.

MERGING CORPORATION:

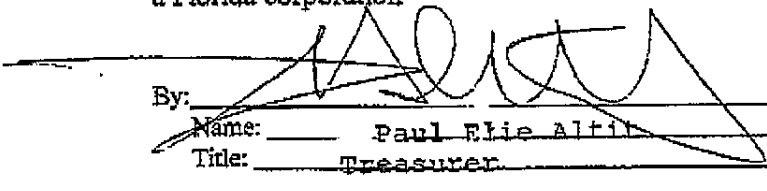
ODEBRECHT CONTRACTORS OF CALIFORNIA, INC., a Delaware corporation

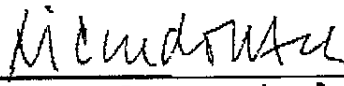
By: 
Name: Paul Elie Altir
Title: Treasurer

By: 
Name: Ricardo Antonio de Sa e Moraes Pinheiro
Title: Secretary

SURVIVING CORPORATION:

ODEBRECHT CONSTRUCTION, INC.,
a Florida corporation

By: 
Name: Paul Elie Altir
Title: Treasurer

By: 
Name: Ricardo Antonio de Sa e Moraes Pinheiro
Title: Secretary

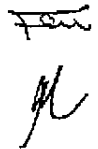


EXHIBIT "A"

FAX AUDIT NO.: H01000123977

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into as of December 21, 2001, by and between ODEBRECHT CONTRACTORS OF CALIFORNIA, INC., a Delaware corporation (the "Merging Corporation"), and ODEBRECHT CONSTRUCTION, INC., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the sole shareholder of the Merging Corporation is also the sole shareholder of the Surviving Corporation;

WHEREAS, the Board of Directors of the Merging Corporation and the Board of Directors of the Surviving Corporation have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that the Merging Corporation be merged with and into the Surviving Corporation (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with applicable law; and

WHEREAS, the parties intend for the Merger to constitute a tax free reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the mutual agreements herein contained, the Merging Corporation and the Surviving Corporation hereby agree as follows:

1. MERGER. At the Effective Time (as herein defined), the Merging Corporation shall be merged with and into the Surviving Corporation upon the terms and conditions set forth in this Agreement.

2. SURVIVING CORPORATION. At the Effective Time:

(1) The Surviving Corporation shall be the surviving corporation of the Merger and shall continue to exist as a corporation under and be governed by the laws of the State of Florida; and

(2) The separate corporate existence of the Merging Corporation shall cease.

3. CHARTER DOCUMENTS. At the Effective Time:

(1) The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation;

(2) The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation; and

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(3) The Officers and Directors of the Surviving Corporation immediately prior to the Effective Time shall be the Officers and Directors of the Surviving Corporation following the Effective Time, and such persons shall serve in such offices for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

4. **MANNER AND BASIS OF CONVERTING SHARES.** At the Effective Time, (a) all of the issued and outstanding shares of stock (and any rights to acquire shares, obligations or other securities) of the Merging Corporation shall be surrendered to the Surviving Corporation and canceled, and no shares of stock or other securities of the Surviving Corporation or other property will be issued in exchange therefor or in respect thereof, and (b) all of the outstanding shares of stock of the Surviving Corporation shall remain outstanding, and the current shareholder of the Surviving Corporation shall continue to own the same number and type of shares of stock of the Surviving Corporation as it did prior to the Effective Time.

5. **EFFECT OF MERGER.** At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Corporation shall vest in the Surviving Corporation, and all liabilities and obligations of the Merging Corporation shall become liabilities and obligations of the Surviving Corporation.

6. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective Boards of Directors and the shareholder of the Merging Corporation and the Surviving Corporation. The proper Officers of the Merging Corporation and the Surviving Corporation shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

7. **EFFECTIVE TIME OF MERGER.** The Merger shall be effective on December 30, 2001 (the "Effective Time").

8. **TERMINATION.** This Agreement may be terminated and abandoned by action of the Board of Directors of either the Merging Corporation or the Surviving Corporation at any time prior to the Effective Date, notwithstanding approval of this Agreement by the shareholders of either the Merging Corporation or the Surviving Corporation.

9. **AMENDMENT.** The Boards of Directors of the parties hereto may amend this Agreement at any time prior to the Effective Date.

10. **MISCELLANEOUS.**

(1) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Florida.

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(2) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholder of the Merging Corporation and the shareholder of the Surviving Corporation, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(3) **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

(4) **Counterparts.** This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one Agreement.

[Signatures on the Following Page]

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FAX AUDIT NO.: H01000123977

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be entered into as of the date first above written.

MERGING CORPORATION:

ODEBRECHT CONTRACTORS OF CALIFORNIA, INC., a Delaware corporation

By: 

Name: Paul Elie Altit

Title: Treasurer

By: 

Name: Ricardo Antonio de Sa e Moraes Pinto

Title: Secretary

SURVIVING CORPORATION:

ODEBRECHT CONSTRUCTION, INC.,
a Florida corporation

By: 

Name: Paul Elie Altit

Title: Treasurer

By: 

Name: Ricardo Antonio de Sa e Moraes Pinto

Title: Secretary

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