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Division of Corporations

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L 94532

Florida Department of State

Division of Corporations

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EFFECTIVE DATE
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MERGER OR SHARE EXCHANGE

ODEBRECHT CONSTRUCTION, INC.

merger

12/28/01 12/26/01

DEC-26-01 06:53PM FROM-
Division of Corporations

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ODEBRECHT OF AMERICA, 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 31, 2001

Corporate Specialist: Darlene Connell

FILED
STATE
SECRETARY OF CORPORATIONS
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FAX AUDIT NO.: H01000123979

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

EFFECTIVE DATE
12-31-01

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 of America, Inc., a Delaware corporation (the "Parent"), and Odebrecht Construction, Inc., a Florida corporation (the "Subsidiary").

2. The Parent owns all of the outstanding shares of capital stock of the Subsidiary.

3. The Parent is hereby merged with and into the Subsidiary in accordance with Section 607.1104 of the Florida Business Corporation Act and Section 253 of the Delaware General Corporation Law, with the Subsidiary being the surviving corporation of the merger.

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

5. The Plan of Merger was adopted by the Board of Directors of the Parent by unanimous written consent on December 21, 2001 and was approved by the shareholders of the Parent by unanimous written consent on December 21, 2001 in accordance with the applicable provisions of the Delaware General Corporation Law.

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

7. The effective date of the merger is December 31, 2001.

[Signatures on following page]



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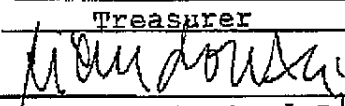
FAX AUDIT NO.: H01000123979

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

PARENT:

ODEBRECHT OF AMERICA, INC., a Delaware corporation

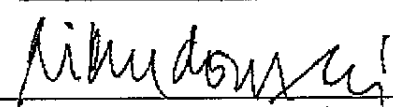
By: 
Name: Paul Elie Altit
Title: Treasurer

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

SUBSIDIARY:

ODEBRECHT CONSTRUCTION, INC.,
a Florida corporation

By: 
Name: Paul Elie Altit
Title: Treasurer

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

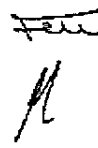


EXHIBIT APlan of Merger

The following plan of merger is hereby adopted pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act and Section 253 of the Delaware General Corporation Law:

1. Parties. The parties to the merger are Odebrecht of America, Inc., a Delaware corporation (the "Parent"), and Odebrecht Construction, Inc., a Florida corporation (the "Subsidiary"). The Parent owns all of the outstanding shares of capital stock of the Subsidiary.

2. Merger. At the Effective Time (as herein defined), the Parent shall be merged with and into the Subsidiary (the "Merger").

3. Surviving Corporation. At the Effective Time, (a) the Subsidiary 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 (b) the separate corporate existence of the Parent shall cease.

4. Charter Documents. At the Effective Time, (a) the Articles of Incorporation of the Subsidiary, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Subsidiary, subject to the amendment set forth in paragraph 5 below; (b) the Bylaws of the Subsidiary, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Subsidiary; and (c) the Officers and Directors of the Subsidiary immediately prior to the Effective Time shall be the Officers and Directors of the Subsidiary 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.

5. Amendment to Subsidiary's Articles of Incorporation. At the Effective Time, Article IV of the Articles of Incorporation of the Subsidiary shall be amended in its entirety to read as follows:

This Corporation is authorized to issue 10,000 shares of Common Stock, \$1.00 par value per share.

6. Manner and Basis of Converting Shares and Rights to Acquire Shares. At the Effective Time, by virtue of the Merger: (a) without any action on the part of the holder thereof, each then outstanding share of Common Stock of the Parent shall be automatically converted into one share of Common Stock of the Subsidiary, and the holders of the outstanding shares of Common Stock of the Parent immediately prior to the Effective Time shall have no other rights of any kind or nature with respect to the Parent; (b) certificates evidencing the 10,000 shares of Common Stock of the Parent outstanding immediately prior to the Effective Time shall be surrendered to the Subsidiary for cancellation and, upon such cancellation, certificates evidencing an aggregate of 10,000 shares of the Subsidiary, as the surviving corporation, shall be issued in exchange for such canceled shares; (c) without any action on the part of the holder thereof, each outstanding right to acquire shares, obligations or other securities of the Parent, to the extent that any such rights exist, shall be canceled and extinguished; and (d) without any action on the part of the holder thereof, each then outstanding share of Common Stock of the Subsidiary held by the Parent immediately prior to the Effective Time shall be canceled.

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7. Statement Required Under Section 607.1104(1)(b)(4) of the Florida Business Corporation Act. Shareholders of the Subsidiary who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

8. Effect of Merger. At the Effective Time, all property, rights, privileges, powers and franchises of the Parent shall vest in the Subsidiary, and all liabilities and obligations of the Parent shall become liabilities and obligations of the Subsidiary.

9. Effective Time of Merger. The Merger shall be effective on December 31, 2001 (the "Effective Time").

10. Termination; Amendment. This Plan of Merger may be terminated and abandoned or may be amended by action of the Board of Directors of the Parent at any time prior to the Effective Time.

Feu
/s/