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MERGER OR SHARE EXCHANGE

PAVER CITY, LLC

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Department of State 9/8/2003 9:22 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 8, 2003

PAVER CITY, LLC
1251 NE 48TH STREET
POMPANO BEACH, FL 33064

SUBJECT: PAVER CITY, LLC
REF: L98000000977

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.436(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6023.

Trevor Brumblay
Document Specialist

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FAX AUDIT NO.: H03000268916

ARTICLES OF MERGER

OF

ILHA FORMOSA LTD., a British Virgin Islands international business company

WITH AND INTO

PAVER CITY, LLC, a Florida limited liability company

L98000000977

The undersigned business entities hereby submit these Articles of Merger to the Department of State of the State of Florida for filing pursuant to Sections 608.438 and 608.4382 of the Florida Limited Liability Company Act and Section 79 of the International Business Companies Act of the British Virgin Islands, and certify that:

1. ILHA FORMOSA LTD., a British Virgin Islands international business company ("ILHA-BVI"), whose Memorandum and Articles of Association were registered with the Registrar of Companies on July 7, 1998, shall be merged with and into PAVER CITY, LLC, a Florida limited liability company ("PAVER CITY"), organized on July 7, 1998 under document number L98000000977, which shall be the surviving entity.

2. A copy of the Agreement and Plan of Merger pursuant to which ILHA-BVI will be merged with and into PAVER CITY is attached hereto as Appendix A and incorporated herein by this reference.

3. The Plan of Merger was approved by PAVER CITY in accordance with the applicable provisions of the Florida Limited Liability Company Act, including Sections 608.438 and 608.4381, by written consent of the sole member of PAVER CITY on Aug 5, 2003.

4. The Plan of Merger was approved by ILHA-BVI in accordance with the applicable provisions of Section 79 of the International Business Companies Act of the British Virgin Islands (the "BVI Act"). The Plan of Merger was duly approved and adopted by the written consent of the Board of Directors and Sole Shareholder of ILHA-BVI by written consent on Aug 5, 2003 in accordance with the provisions of the BVI Act.

5. The merger shall become effective at the time of filing of these Articles of Merger with the Florida Secretary of State (the "Effective Time").

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the PAVER CITY, LLC and ILHA FORMOSA LTD. by their authorized representatives and officers as of Aug 5, 2003.

PAVER CITY, LLC, a Florida limited liability company

By: ILHA Formosa, L.P., a Delaware limited partnership, its Sole Member

By: ILHA Formosa G.P., Inc., a Delaware corporation, its General Partner

By: 
Joseph S. Brito, President

ILHA FORMOSA LTD., an international business company existing under the laws of the British Virgin Islands

By: 
Joseph S. Brito, President

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Appendix A
Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is dated August 5, 2003, and is made by and between PAVER CITY, LLC, a Florida limited liability company ("PAVER CITY") and ILHA FORMOSA, LTD., an international business company existing under the laws of the British Virgin Islands ("ILHA-BVI").

WITNESSETH:

WHEREAS, PAVER CITY desires to merge with ILHA-BVI and ILHA-BVI desires to merge with and into PAVER CITY, with PAVER CITY being the surviving entity (the "Merger"), upon the terms, and subject to the conditions, set forth in this Agreement and Plan of Merger (the "Agreement") in accordance with the laws of the State of Florida and the British Virgin Islands; and

WHEREAS, the sole member and manager of PAVER CITY have (i) determined that it is advisable that the Merger shall occur pursuant to the terms of this Agreement, (ii) approved the terms of this Agreement and of the Merger by written consent and (iii) directed PAVER CITY to take all necessary actions required to effectuate the Merger;

WHEREAS, the sole shareholder and directors of ILHA-BVI have (i) determined that it is advisable that the Merger shall occur pursuant to the terms of this Agreement, (ii) approved the terms of this Agreement and of the Merger by written consent and (iii) directed the officers of ILHA-BVI to take all necessary actions required to effectuate the Merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and provisions hereinafter contained, the parties hereto agree as follows:

ARTICLE I
THE MERGER; NAMES OF MERGING AND SURVIVING ENTITIES

Pursuant to the terms of this Agreement, ILHA FORMOSA LTD., an international business company organized under the laws of the British Virgin Islands, shall be merged with and into PAVER CITY, LLC, a limited liability company organized under the laws of the State of Florida, in accordance with the applicable provisions of the laws of the States of Florida and the British Virgin Islands. The separate existence of ILHA-BVI shall cease as of the Effective Date of the Merger and thereupon the existence of PAVER CITY shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities and franchises, of a public as well as of a private nature. PAVER CITY as it shall be constituted upon the Effective Date of the Merger, is herein called the "Surviving Entity."

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ARTICLE II ARTICLES OF ORGANIZATION; MANAGEMENT

As of the Effective Date of the Merger, the Article VIII shall be amended to state in its entirety: "The Company shall be member managed."

Pursuant to section 608.438 (3) (e) the name and address of the managing member of the Company is:

ILHA Formosa L.P., a Delaware limited partnership
1251 N.E. 48th Street
Pompano Beach, Florida 33064

ARTICLE III EFFECTS OF THE MERGER

As of the Effective Date of the Merger:

3.1 The Surviving Entity shall possess all the rights, privileges, immunities and franchises, of both a public and private nature, of ILHA-BVI; and all property, real, personal and mixed, and all debts on whatever account, including all choses in action, and every other interest of or belonging to or due to ILHA-BVI shall be deemed to be transferred to and vested in the Surviving Entity without further act or deed.

3.2 The Surviving Entity shall thereafter be responsible and liable for all debts, liabilities and obligations of ILHA-BVI, and any claim existing or action or proceeding pending by or against ILHA-BVI may be prosecuted as if the Merger had not taken place, or the Surviving Entity may be substituted in place of ILHA-BVI, and neither the rights of creditors nor any liens upon the property of ILHA-BVI shall be impaired by the Merger. The Surviving Entity shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of ILHA-BVI.

ARTICLE IV SHARE CAPITAL AND CONVERSION OF AND PAYMENT FOR SHARES

As of the date hereof, ILHA-BVI has authorized capital of 50,000 shares with a par value of US\$1.00, 10,000 of which are issued and outstanding as registered shares. The authorized and outstanding shares of ILHA-BVI are not designated as any class or series of shares. As such, the registered holder of the issued and outstanding shares is entitled to vote the shares as the only class of shares.

The manner and basis of converting the shares of ILHA-BVI into membership interests of PAVER CITY shall be as follows:

4.1 Upon and as of the Effective Date, all of the 10,000 shares, \$1.00 par value of ILHA-BVI issued and outstanding on such date shall cease to be outstanding and such shares of ILHA-BVI shall be extinguished and the ownership interests in ILHA-BVI

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shall be represented by the membership interests owned by its shareholder in PAVER CITY, the Surviving Entry.

4.2 The term "Effective Date of the Merger" as used herein shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida in accordance with Section 608.4382, et. seq., of the Florida Limited Liability Company Act (the "Act").

4.3 Pursuant to the terms of Section 79(2)(b)(iii) of the International Business Companies Act of the British Virgin Islands (the "BVI Act"), PAVER CITY agrees to promptly pay to the dissenting members of ILHA-BVI the amount, if any, to which they are entitled under the BVI Act with respect to the rights of dissenting members of the company.

ARTICLE V AMENDMENT

Subject to the limitations set forth in Section 608.4381(6) of the Act, at any time prior to the Effective Date of the Merger, this Agreement may be amended by written agreement executed by the manager or sole member of PAVER CITY, provided that after approval and adoption of this Agreement by the shareholders of ILHA-BVI and the sole member of PAVER CITY, no amendment changing the conversion provisions as set forth in Article IV hereof shall be valid without having been approved by the shareholders of ILHA-BVI and the sole member of PAVER CITY in the manner required for approval of this Agreement.

ARTICLE VI TERMINATION

In the event that for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of ILHA-BVI or the manager or sole member of PAVER CITY, then this Agreement may be terminated at any time before the Effective Date of the Merger by written notice by the party wishing to terminate to the other party. Upon termination by written notice as provided herein, this Agreement shall be void and of no further effect, and there shall be no liability by reason of this Agreement or the termination hereof on the part of PAVER CITY, its managers, employees, agents or members or ILHA-BVI, its directors, officers, employee, agents or shareholders.

ARTICLE VII SERVICE OF PROCESS

PAVER CITY hereby irrevocably appoints the Registrar of Companies of the British Virgin Islands as its agent to accept service of process in any suit, action or proceedings for the enforcement of any claim, debt, liability or obligation of ILHA-BVI

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or in respect of proceedings for the enforcement of the rights of a dissenting member or shareholder. In the event of any such service of process being served upon the Registrar, it is requested that the copy of such process be mailed by the Registrar to:

PAVER CITY, LLC
c/o Gunster, Yoakley & Stewart, P.A.
Attn.: Mark I. Scheer, Esq.
2 South Biscayne Boulevard
Suite 3400
Miami, Florida 33131

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been adopted as of the 5th day of July, 2003.

PAVER CITY, LLC, a Florida limited liability company

By: ILHA Formosa, L.P., a Delaware limited partnership, its Sole Member

By: ILHA Formosa G.P., Inc., a Delaware corporation, its General Partner

By: 
Joseph S. Brito, President

ILHA FORMOSA LTD., an international business company existing under the laws of the British Virgin Islands

By: 
Joseph S. Brito, President

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