

m06179

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CORPORATION(S) NAME

The Major Group, Inc

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CONNIE BRYAN

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

AMERICAN COMMUNITY SYSTEMS, INC., a Florida corporation, 357284

RADICE OFFICE CORPORATION, a Florida corporation, 435601

RADICE CAPITAL CORP., a Florida corporation, F81962

PPW WATER CO., INC., a Florida corporation, 495080

PPW SEWER CO., INC., a Florida corporation, 495081

INTO

THE MAJOR GROUP, INC., a Florida entity, M06179.

File date: December 27, 2000

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF
AMERICAN COMMUNITY SYSTEMS, INC.,
RADICE OFFICE CORPORATION,
RADICE CAPITAL CORP.,
PPW WATER CO., Inc.
AND
PPW SEWER CO., Inc.
WITH AND INTO
THE MAJOR GROUP, INC.**

FILED

00 DEC 27 PM 4:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Merger:

The following Plan of Merger was approved by the Board of Directors of The Major Group, Inc., a Florida corporation:

PLAN OF MERGER

1. **Constituent Corporations.** The names of the constituent corporations are American Community Systems, Inc., a Florida corporation, Radice Office Corporation, a Florida corporation, Radice Capital Corp., a Florida corporation, PPW Water Co.,^{Inc.} a Florida corporation and PPW Sewer Co.,^{Inc.} a Florida corporation (each a wholly-owned subsidiary of The Major Group, Inc., a Florida corporation ("TMG"), and collectively, the "Merging Corporations"), all of which are being merged with and into TMG.

2. **Surviving Corporation.** The surviving corporation shall be The Major Group, Inc., a Florida corporation.

3. **Terms and Conditions of Merger.** On the effective date of the merger of the Merging Corporations with and into TMG, the separate existence of the Merging Corporations shall cease and their stock shall be cancelled, and TMG shall succeed to all the properties, rights and other assets of the Merging Corporations and shall be subject to all the liabilities of the Merging Corporations without further action by any party. Each share of TMG's common stock issued and outstanding immediately prior to the effective date of the merger shall continue to be issued and outstanding common stock of the surviving corporation.

4. **Approvals.** This Plan of Merger was approved by unanimous written consent of the Board of Directors of TMG adopted as of November 7, 2000 without any vote of shareholders pursuant to Section 607.1104 of the Florida Business Corporation Act.

Pursuant to Section 607.1104 of the Florida Business Corporation Act and Section 13.1-719 of the Virginia Stock Corporation Act, the Plan of Merger need not be approved by the Board of Directors or shareholders of any of the Merging Corporations.

5. **Tax Matters.** It is intended that the liquidation and dissolution, for federal tax purposes, of the Merging Corporations will qualify as tax-free split-ups pursuant to Section 355 of

the Internal Revenue Code of 1986, as amended (the "Code"), or alternatively, as tax-free liquidations pursuant to Section 332 of the Code.

6. *Further Assurances.* If at any time the surviving corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merging Corporations and TMG as of the effective date of this merger shall execute such conveyances or documents or take such action.

7. *Effective Date.* The effective date of this merger shall be the date Articles of Merger are filed with the Department of State of the State of Florida.

8. *Articles of Incorporation and Bylaws.* Upon the effective date of the merger, the Articles of Incorporation and Bylaws of TMG shall continue as the Articles of Incorporation and Bylaws of the surviving corporation.

9. *Officers and Directors.* The present board of directors and officers of TMG shall continue to serve as the board of directors and officers of the surviving corporation until the next annual meeting or until such other time as their successors have been duly elected and have qualified.

[Signatures on following page]

ADOPTED as of the 7th day of November, 2000.

THE MAJOR GROUP, INC., a Florida corporation

By 
J. Michael Gottschalk, President

AMERICAN COMMUNITY SYSTEMS, INC., a Florida corporation

By 
J. Michael Gottschalk, President

RADICE OFFICE CORPORATION, a Florida corporation

By 
J. Michael Gottschalk, President

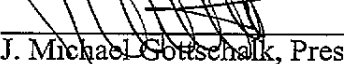
RADICE CAPITAL CORP., a Florida corporation

By 
J. Michael Gottschalk, President

PPW WATER CO.,^{Inc.} a Florida corporation

By 
J. Michael Gottschalk, President

PPW SEWER CO.,^{Inc.} a Florida corporation

By 
J. Michael Gottschalk, President