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Bankruptcy Lawyer

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Licensed in FL & PA
of Counsel

m32984

Goldman, Bruning, Mildner, Racin,
Boncek & Merrill, L.L.C.

Attorneys and Counselors at Law

01 November, 1999

Secretary of State
Division of Corporations
Attn: Anna Chestnut
409 E Gaines St.
Tallahassee, FL 32314

800003034348--9
-11/03/99--01026--005
*****210.00 *****210.00

Dear Ms. Chestnut:

Please find enclosed check No.1375 in the amount of \$210.00 pursuant to the G.K. Fisher company. Thank you for holding our documents until the check arrived.

If you have any questions, please feel free to call.

With best regards.

Very truly yours,
GOLDMAN, BRUNING, MILDNER,
RACIN, BONCEK & MERRILL, L.L.C.

By: Perry Smith
Perry A. Smith, Legal Assistant to
David Lloyd Merrill, Esquire

FILED
99 NOV -3 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. Merrill GAVE
AUTHORIZATION BY PHONE TO
CORRECT CORP names + Statute #
DATE 11/3/99
DOC. EXAM Sp

merge
11/3/99
Sp

Serving The Treasure Coast Since 1975

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

THE G.K. FISHER COMPANY OF TAMPA, INC., a FL corp., P97000090881

THE G.K. FISHER COMPANY OF FT. MYERS, INC., a FL corp., P96000044350

FISHER & COMPANY STAFF LEASING, INC., a FL corp., P96000044345

STEEL CONSTRUCTION CONCEPTS, INC., a FL corp., P96000025311

THE G.K. FISHER COMPANY OF GEORGIA, INC., a nonqualified Georgia corp.

INTO

THE G. K. FISHER COMPANY, a Florida entity, M32984.

File date: November 3, 1999

Corporate Specialist: Susan Payne

THE G. K. FISHER COMPANY
ARTICLES OF MERGER

FILED

99 NOV -3 AM 9:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them as subsidiary corporations into The G. K. Fisher Company as the Surviving Corporation:

1. The names of the corporations which are parties to the within merger are:
 - a. THE G. K. FISHER COMPANY (Surviving Corporation)
 - b. THE G.K. FISHER COMPANY OF TAMPA, INC.
 - c. THE G.K. FISHER COMPANY OF FT. MYERS, INC.
 - d. FISHER & COMPANY STAFF LEASING, INC.
 - e. STEEL CONSTRUCTION CONCEPTS, INC.
 - f. THE G.K. FISHER COMPANY OF GEORGIA, INC. (a GA corp.)
2. The following Plan of Merger was approved by the Board of Directors of the undersigned corporation, as the Surviving Corporation, in the manner prescribed by Section 607, *et. seq.*, Florida Statutes.
3. THE G. K. FISHER COMPANY is the sole shareholder of each of the Absorbed Corporations.
4. Because THE G. K. FISHER COMPANY is the sole shareholder of the stock in each of the Absorbed Corporations, it waived the mailing requirement prescribed by Section 607, *et. seq.*, Florida Statutes.
5. A copy of the Plan of Merger is attached hereto as Exhibit A and is reiterated in its entirety as if fully set forth herein.
6. The Plan of Merger was approved in accordance with the provisions of Fla. Stat. §607 et. seq. by the domestic corporations that are a party to the Merger herein.
7. There are no domestic partnerships or domestic limited liability companies that are parties to this Merger.
8. The Plan of Merger was approved by the foreign corporation that is party to this merger in accordance with the applicable laws of the State of Georgia.
9. The effective date of this merger shall be the date of filing of these Articles of Merger.
10. The surviving entity, THE G. K. FISHER COMPANY is currently incorporated under the laws of the State of Florida.

11. None of the parties to this Merger hold or possess an interest in real property.

EXECUTED this 1st day of October, 1999.

THE G. K. FISHER COMPANY

BY: 

Heidi Adams, its
General Manager and Secretary

THE G. K. FISHER COMPANY

Plan of Merger

1. The name of the Parent Corporation is THE G. K. FISHER COMPANY
2. The names of the Subsidiary Corporations are:
 - a. Steel Construction Concepts, Inc.
 - b. Fisher & Company Staff Leasing, Inc.
 - c. The G.K. Fisher Company of Fort Myers, Inc.
 - d. The G.K. Fisher Company of Tampa, Inc.
 - e. The G.K. Fisher Company of Georgia, Inc., a Georgia corporation
3. The merger of THE G.K. FISHER COMPANY OF GEORGIA, INC. and THE G. K. FISHER COMPANY is authorized by the laws of the State of Georgia and THE G.K. FISHER COMPANY OF GEORGIA, INC. has complied with the laws of Georgia in effecting this merger.
4. The manner and basis of converting the shares of each Subsidiary shall be to convert every outstanding share of each Subsidiary Corporation into shares of THE G. K. FISHER COMPANY which shares are to be held in the treasury of THE G. K. FISHER COMPANY
5. Because 100% of the shares of each Subsidiary Corporation are owned by THE G. K. FISHER COMPANY there are no other shareholders who are or would be entitled to vote and/or dissent from the merger or, pursuant to Fla. Stat. §607.1320, or be potentially entitled to be paid the fair market value of their shares if they comply with the provisions of Fla. Stat. §607et.seq. regarding the rights of dissenting shareholders.
6. Because THE G. K. FISHER COMPANY is the 100% owner of all the shares of the Subsidiary Corporations, hereby waives the mailing requirement of Fla. Stat. §607.1104(2).

THE G. K. FISHER COMPANY
PLAN OF MERGER

WHEREAS, there has been submitted to and discussed at this meeting a plan providing for the merger of this corporation with the corporations listed in Paragraph 2 of the Plan of Merger below; and

WHEREAS, this Board of Directors deems it to be in the best business interest of this corporation and its shareholders that this corporation be merged with the corporations listed in Paragraph 2 of the Plan of Merger below, it is therefore:

RESOLVED, that the terms and conditions of the Plan of Merger set forth below are approved and adopted, and that this corporation merge pursuant to the terms and conditions set forth below; and further

RESOLVED, that the General Manager and Secretary are hereby authorized and directed to execute and deliver to the corporations listed in Paragraph 2 below, the Plan of Merger set forth below; and further

RESOLVED, that the officers of this corporation are hereby authorized and directed to take all actions they may deem necessary or advisable, including the voting of THE G. K. FISHER COMPANY 'S shares of the stock it owns in the corporations listed in Paragraph 2 of the Plan of Merger below, and to carry out and accomplish the purposes of this Resolution.

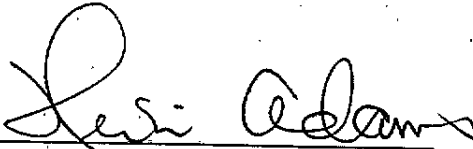
Plan of Merger

1. The name of the Parent Corporation is THE G. K. FISHER COMPANY
2. The names of the Subsidiary Corporations are:
 - a. Steel Construction Concepts, Inc.
 - b. Fisher & Company Staff Leasing, Inc.
 - c. The G.K. Fisher Company of Fort Myers, Inc.
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3. The merger of THE G.K. FISHER COMPANY OF GEORGIA, INC. and THE G. K. FISHER COMPANY is authorized by the laws of the State of Georgia and THE G.K. FISHER COMPANY OF GEORGIA, INC. has complied with the laws of Georgia in effecting this merger.
4. The manner and basis of converting the shares of each Subsidiary shall be to convert every outstanding share of each Subsidiary Corporation into shares of THE G. K. FISHER COMPANY which shares are to be held in the treasury of THE G. K. FISHER COMPANY.

5. Because 100% of the shares of each Subsidiary Corporation are owned by THE G. K. FISHER COMPANY there are no other shareholders who are or would be entitled to vote and/or dissent from the merger or, pursuant to Fla. Stat. §607.1320, or be potentially entitled to be paid the fair market value of their shares if they comply with the provisions of Fla. Stat. §607et.seq. regarding the rights of dissenting shareholders.
6. Because THE G. K. FISHER COMPANY is the 100% owner of all the shares of the Subsidiary Corporations, hereby waives the mailing requirement of Fla. Stat. §607.1104(2).

EXECUTED this 1st day of October, 1999

BY:



Heidi Adams, its
General Manager and Secretary

Shareholders' Consent Adopting Plan of Merger

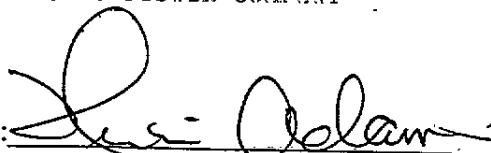
I, HEIDI ADAMS, as General Manager and Secretary of THE G. K. FISHER COMPANY and its subsidiaries as listed in Paragraph 2 of the Plan of Merger above, being authorized by the Board of Directors of THE G. K. FISHER COMPANY to take all necessary and advisable action on behalf of THE G. K. FISHER COMPANY hereby

RATIFY AND ADOPT the Plan of Merger above on behalf of THE G. K. FISHER COMPANY as the sole shareholder of the Subsidiary Corporations listed in Paragraph 2 of the Plan of Merger above, and directs the Secretary of the corporation to insert a copy of said Plan in the minute book of the corporation immediately following the minutes of this meeting.

EXECUTED this 1st day of October, 1999

THE G. K. FISHER COMPANY

BY:



Heidi Adams, its
General Manager and Secretary