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MERGER OR SHARE EXCHANGE

UNITED TRIBAL CONTRACTORS, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

YBOR ENGINEERING SERVICES, INC., a Florida corporation, P00000003746

INTO

UNITED TRIBAL CONTRACTORS, INC., a Florida entity, P00000065593

File date: August 21, 2001

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 21, 2001

UNITED TRIBAL CONTRACTORS, INC.
8011 LAND O' LAKES BLVD
LAND O' LAKES, FL 34639

SUBJECT: UNITED TRIBAL CONTRACTORS, INC. and YBOR ENGINEERING
SERVICES, INC.
REF: P00000065593

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

The current name of the entity is as referenced above. Please correct your document accordingly.

A period (.) must appear after the word INC at the end of both corporate names.

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) 245-6906.

Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 20, 2001

UNITED TRIBAL CONTRACTORS, INC.
8011 LAND O' LAKES BLVD
LAND O' LAKES, FL 34639

SUBJECT: UNITED TRIBAL CONTRACTORS, INC.
REF: P00000065593

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.

THE NAME OF THE MERGING CORPORATION SHOULD BE CORRECTED TO READ AS FOLLOWS: YBOR ENGINEERING SERVICES, INC.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000091422
Letter Number: 901A00047534

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

(850)487-6013

=> MCFARLANE FERGUSON , TEL=727 442 8470

08/20'01 16:49

**ARTICLES OF MERGER OF
YBOR ENGINEERING SERVICES, INC.
AND
UNITED TRIBAL CONTRACTORS, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Ybor Engineering Services, Inc. a Florida corporation, and United Tribal Contractors, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Ybor Engineering Services, Inc. ("Ybor"), and United Tribal Contractors, Inc. ("UTC").

2. UTC is the surviving corporation in the Merger. A copy of the Plan of Merger is attached hereto and made a part hereof by reference as if fully set forth herein.


3. The Plan of Merger was adopted by the Board of Directors and shareholders of Ybor on August 1, 2001 by written consent in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation (the "Act").

4. The Plan of Merger was adopted by the Board of Directors and shareholders of UTC on August 1, 2001 by written consent in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.

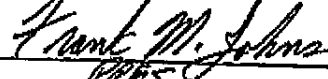
The Merger shall become effective upon the filing of these Articles of Merger by the Department of State of the State of Florida, in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

The parties have caused these Articles of Merger to be executed as of this 1st day of August, 2001.

YBOR ENGINEERING SERVICES, INC.

By: 
Title: President

UNITED TRIBAL CONTRACTORS, INC.

By: 
Title: PRES

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J. Matthew Marquardt, Esq.
P.O. Box 1669, Clearwater, FL 33757
(727) 441-8966

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PLAN OF MERGER

This Plan of Merger (the "Plan") is adopted as of August 1, 2001 by Ybor Engineering Services, Inc., a Florida corporation ("Ybor") and United Tribal Contractors, Inc., a Florida corporation ("UTC").

RECITALS

The boards of directors and shareholders of Ybor and UTC have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that Ybor be merged with and into UTC (the "Merger") on the terms and subject to the conditions set forth therein.

ARTICLE I

THE MERGER

At the Effective Time (as defined in Article V hereof), Ybor shall be merged with and into UTC in accordance with the Florida Business Corporation Act (the "Act"), the separate existence of Ybor shall cease, and UTC shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

THE SURVIVING CORPORATION

A. At the Effective Time, the Articles of Incorporation of UTC, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Bylaws of UTC, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended, or repealed in accordance with the Act and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers and directors of UTC shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES

A. At the Effective Time, the stock of Ybor (the "Ybor Common Stock") held by its

shareholder, which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and extinguished without any conversion thereof.

B. At the Effective Time, any Ybor Common Stock held in treasury shall be cancelled and extinguished without any conversion thereof.

ARTICLE IV

EFFECT OF MERGER

At the Effective Time, all property, rights, privileges, powers, and franchises of UTC and Ybor shall vest in the Surviving Corporation, and all liabilities and obligations of UTC and Ybor shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean August 1, 2001.

Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

YBOR ENGINEERING SERVICES, INC.

By: [Signature]
Title: President

UNITED TRIBAL CONTRACTORS, INC.

By: [Signature]
Title: PRES