

P00000078368

FLORIDA ENGINEERING COMPANY

340 Sunset Drive, Number 402
Ft. Lauderdale FL 33301
(954) 764-2349

FILED
01 JUN 20 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

RE: Merger

6000004432886--6
-06/20/01--01080--019
*****78.75 *****78.75

Two sets of the Articles of Merger and Plan of Merger for Florida Engineering Company (surviving corporation) and North Georgia Land Company are enclosed along with a check for \$78.50.

Please return one certified copy to Florida Engineering Company at the above address.

Very truly yours,

FLORIDA ENGINEERING COMPANY

EFFECTIVE DATE
07-01-01

James G. Yallaly
James G. Yallaly
Vice President

Encl.

merger
6-28-01
AKS

ARTICLES OF MERGER
Merger Sheet

MERGING:

NORTH GEORGIA LAND COMPANY, a Georgia corporation not qualified in
Florida

INTO

FLORIDA ENGINEERING COMPANY, a Florida entity, P00000078368

File date: June 20, 2001, effective July 1, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Florida Engineering Company</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>North Georgia Land Company</u>	<u>Georgia</u>
_____	_____
_____	_____
_____	_____
_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 7 / 1 / 2001 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 9/23/2000

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 6/16/2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

EFFECTIVE DATE
07-01-01

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Florida Engineering
Company

James B. Gullah

Brandon C. Yallaly, Treasurer-BM

North Georgia
Land Company

James G. Yallaly, President

James G. Yallaly, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Jurisdiction

Flōrida

The name and jurisdiction of each **subsidiary** corporation:

Jurisdiction

Georgia

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All assets of the wholly owned subsidiary, North Georgia Land Company, shall be converted to cash and transferred to the parent corporation, Florida Engineering Company.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares. N/A

Other provisions relating to the merger are as follows:

N/A