

P000000102430

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

FINLAY CONSTRUCTION, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

Merger  
12-26-00

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

A. B. LLOYD CONSTRUCTION, INC., a New Hampshire corporation not  
qualified to transact business in the State of Florida

INTO

**FINLAY CONSTRUCTION, INC.**, a Florida entity, P00000102430

File date: December 22, 2000

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER  
OF**

**A. B. Lloyd Construction, Inc.  
(a New Hampshire corporation)**

**WITH AND INTO**

**Finlay Construction, Inc.  
(a Florida corporation)**

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Pursuant to the provisions of Sections 293-A:11.05 and 293-A:11.07 of the New Hampshire Business Corporation Act, these Articles of Merger provide that:

1. A. B. Lloyd Construction, Inc., a New Hampshire corporation ("A.B. Lloyd"), shall be merged with and into Finlay Construction, Inc., a Florida corporation ("Finlay"), which shall be the surviving corporation.
2. The merger shall become effective as of the date of filing of these Articles of Merger.
3. The terms and conditions of the proposed merger and the manner of converting the shares of Common Stock of A.B. Lloyd are set forth in the Plan of Merger dated as of December 21, 2000, pursuant to which A.B. Lloyd shall be merged with and into Finlay (the "Merger"), which Plan of Merger is attached hereto as Exhibit "A" (the "Plan of Merger").
4. The Plan of Merger was adopted by the Board of Directors and Shareholders of A.B. Lloyd on December 21, 2000 by unanimous written consent in accordance with the

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applicable provisions of Sections 293-A:11.05 and 293-A:11.07 of the New Hampshire Business Corporation Act.

5. The Plan of Merger was adopted by the Board of Directors and Shareholders of Finlay on December 21, 2000 by unanimous written consent in accordance with the applicable provisions of Section 607 of the Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of A.B. Lloyd and Finlay by the undersigned as of December 21, 2000.

A. B. LLOYD CONSTRUCTION, INC.

By: Carroll C. Finlay  
Carroll C. Finlay  
President

FINLAY CONSTRUCTION, INC.

By: Carroll C. Finlay  
Carroll C. Finlay  
President

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EXHIBIT A

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**PLAN OF MERGER****OF**

**A. B. Lloyd Construction, Inc.**  
**(a New Hampshire corporation)**

**WITH AND INTO**

**Finlay Construction, Inc.**  
**(a Florida corporation)**

This Plan of Merger is dated effective as of December 21, 2000 by and between A. B. Lloyd Construction, Inc., a New Hampshire corporation ("A.B. Lloyd"), and Finlay Construction, Inc., a Florida corporation ("Finlay").

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act dated as of December 21, 2000 by and among A.B. Lloyd and Finlay, at the Effective Time (as defined below), A.B. Lloyd shall be merged with and into Finlay (the "Merger"), the separate and corporate existence of A.B. Lloyd shall cease, and Finlay (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. (A.B. Lloyd and Finlay are collectively referred to as the "Constituent Corporations.")

2. The Merger shall become effective as of the date of filing of the Articles of Merger (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger each share of A.B. Lloyd common stock outstanding immediately prior to the Merger shall be converted into a single share of Finlay common stock.

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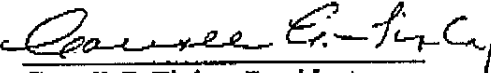
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6. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

A. B. LLOYD CONSTRUCTION, INC.

FINLAY CONSTRUCTION, INC.

By:   
Carroll C. Finlay, President

By:   
Carroll C. Finlay, President

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