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March 14, 2002

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Secretary of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Energy Erectors, Inc.

Gentlemen:

Enclosed please find Articles of Merger pursuant to which Energy Erectors, Inc., a Missouri corporation, is merged into Energy Erectors, Inc., a Florida corporation. I've also enclosed a check in the amount of \$70.00 in payment of the filing fees of \$35.00 per party.

Please contact the undersigned if you have any questions concerning this matter.

Sincerely,

DAVIS & KUELTHAU, S.C.

John R. Maynard

*gave authorization to
add the date of adoption.
3/26 JS*

JM/sgm

Merger.

V SHEPARD MAR 27 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ENERGY ERECTORS, INC., a Missouri corporation not qualified in Florida

INTO

ENERGY ERECTORS, INC., a Florida entity, P01000016220.

File date: March 20, 2002

Corporate Specialist: Velma Shepard

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:

Name

Jurisdiction

Energy Erectors, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Energy Erectors, Inc.

Missouri

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 / / (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 6/4/2002.

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 6/4/2002.

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

(Attach additional sheets if necessary)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 20 PM 12:40

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Energy Erectors, Inc.,
a Missouri corporation

Gerald A. Schenk

Gerald A. Schinderle, Vice President

Energy Erectors, Inc.,
a Florida corporation

Gerald A. Zebende

Gerald A. Schinderle, Vice President

PLAN OF MERGER
OF
ENERGY ERECTORS, INC.,
a Missouri corporation
INTO
ENERGY ERECTORS, INC.,
a Florida corporation

THIS PLAN OF MERGER dated as of the 4th day of June, 2001, adopted by ENERGY ERECTORS, INC., a Missouri corporation ("MOCORP") and ENERGY ERECTORS, INC., a Florida corporation ("FLCORP"), both of said corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations."

RECITALS

WHEREAS, MOCORP has its corporate headquarters to the State of Florida, and accordingly it has been deemed advisable to merge MOCORP with and into FLCORP on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the laws of the States of Florida and Missouri, respectively, in order to change the domicile of MOCORP to the State of Florida;

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants, conditions and agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that MOCORP shall be merged with and into FLCORP (the "Merger"), and that the terms and conditions of the Merger, the mode of carrying the same into effect and such other matters as are required or permitted to be set forth in the case of a merger pursuant to the laws of the States of Florida and Missouri are as follows:

ARTICLE I

Merger

At the Effective Time of the Merger (as hereinafter defined), FLCORP and MOCORP shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the States of Florida and Missouri, by merging MOCORP with and into FLCORP, which shall be the surviving corporation (the "Surviving Corporation").

ARTICLE II

Effective Time

The Effective Time of the Merger is hereby designated as the opening of business on the date the Articles of Merger are filed in both Florida and Missouri.

ARTICLE III

Conversion and Cancellation of Shares

The manner of converting the shares of each of the Constituent Corporations shall be as follows:

- (a) At the Effective Time of the Merger, each of the 488 shares of voting Common Stock, \$1.00 par value, of MOCORP issued and outstanding shall, without any action on the part of the holder thereof, be converted into one share of voting Common Stock, \$1.00 par value, of FLCORP.
- (b) At the Effective Time of the Merger, each of the 488 shares of Common Stock, \$1.00 par value, of MOCORP then issued and outstanding shall be retired, extinguished and canceled and no consideration shall be paid in exchange therefor. The certificates representing such shares shall be marked "cancelled in merger."

ARTICLE IV

Articles of Incorporation; Bylaws; Directors and Officers

4.1 The Articles of Incorporation of FLCORP, as in effect immediately prior to the Effective Time of the Merger, shall remain the Articles of Incorporation of the Surviving Corporation until amended in accordance with law.

4.2 The Bylaws of FLCORP, as in effect immediately prior to the Effective Time of the Merger, shall remain the Bylaws of the Surviving Corporation until amended in accordance with law.

4.3 The duly qualified and acting directors and officers of MOCORP immediately prior to the Effective Time of the Merger shall become the directors and officers of the Surviving Corporation, to hold offices as provided in the Bylaws of the Surviving Corporation.

ARTICLE V

Effect of Merger

The effect of the Merger shall be as provided in Section 607.1106 of Florida Statutes and

ARTICLE VI

Shareholder Approval

6.1 This Plan of Merger shall be submitted for the approval of the shareholders of each of the Constituent Corporations as provided by the applicable laws of the States of Florida and Missouri.

6.2 If this Plan of Merger is duly adopted by the required votes of such shareholders and the Merger is not abandoned, Articles of Merger setting forth this Plan of Merger shall be executed and acknowledged in compliance with the provisions of applicable law and shall be filed with the Florida Secretary of State and the Missouri Secretary of State, respectively, at such time as may be deemed appropriate by the officers of FLCORP and MOCORP.

ARTICLE VII

Termination and Abandonment

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of either the Constituent Corporations. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

ARTICLE VIII

Miscellaneous

8.1 The Surviving Corporation shall pay all expenses of carrying this Plan of Merger into effect and accomplishing the Merger.

8.2 If at any time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest or to perfect or to confirm of record in the Surviving Corporation the title to any property or rights of MOCORP, or otherwise to carry out the provisions hereof, the proper officers and directors of MOCORP as of the Effective Time of the Merger shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions of this Plan of Merger.

8.3 The Constituent Corporations intend this Plan of Merger to be a Plan of Reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.