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04 MAR 25 PM 12:11

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAR 25 PM 1:06

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MERGER OR SHARE EXCHANGE**GROUP IV INDUSTRIAL, INC.**

Certificate of Status	1
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merger
3/25/04

ARTICLES OF MERGER
(Profit Corporations)

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GROUP IV INDUSTRIAL, INC.	FLORIDA	P01000059567

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GROUP IV INDUSTRIAL II, INC.	FLORIDA	P01000059568

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:

The Plan of Merger was adopted by the board of directors of the surviving corporation on 02/19/2004 and shareholder approval was not required.

Sixth:

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 02/19/2004 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

GROUP IV INDUSTRIAL II, INC.

WILLIAM T. SPINNER, VP, SEC, DIRECTOR

GROUP IV INDUSTRIAL II, INC.

ROBERT WALTERS, TREAS/DIRECTOR

GROUP IV INDUSTRIAL II, INC.

KURT LANGSENKAMP, PRES/DIRECTOR

GROUP IV INDUSTRIAL, II INC.

WILLIAM T. SPINNER, VP, SEC, DIRECTOR

GROUP IV INDUSTRIAL, INC.

ROBERT WALTERS, TREAS/DIRECTOR

GROUP IV INDUSTRIAL, INC.

KURT LANGSENKAMP, PRES/DIRECTOR

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

GROUP IV INDUSTRIAL, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

GROUP IV INDUSTRIAL II, INC.

FLORIDA

Third: The terms and conditions of the merger are as follows:

ALL ASSETS AND LIABILITIES OF GROUP IV INDUSTRIAL II, INC. ARE HEREBY ASSUMED AND MERGED INTO GROUP IV INDUSTRIAL, INC.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: Each share of Group IV Industrial II, Inc. tendered shall receive a share of Group IV Industrial, Inc.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

PLEASE SEE EXHIBIT "A" ATTACHED HERETO (RESTATED ARTICLES OF INCORPORATION FOR GROUP IV INDUSTRIAL, INC.)

Other provisions relating to the merger are as follows:

AMENDED
ARTICLES OF INCORPORATION
OF
GROUP IV INDUSTRIAL, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following **AMENDED** Articles of Incorporation:

ARTICLE I

Name

Section 1.1. Name. The name of the corporation is **GROUP IV INDUSTRIAL, INC.**

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these **RESTATED** Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 200 shares of voting common stock.

The shares of stock may be issued for such consideration, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V

Principal Office

The principal office and mailing address of the corporation is 5605 Florida Mining Blvd., Bldg. 100, Suite 11, Jacksonville, Florida 32257.

ARTICLE VI

Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this corporation is 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217 and the name of the initial registered agent of this corporation is Scott R. Boatright, Esq.

ARTICLE VII

Directors

Section 7.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.2. Initial Directors and Officers. The names and street addresses of the members of the first board of directors and officers of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Kurt Langsenkamp Director, President	5605 Florida Mining Blvd, Bldg 100, Ste. 11 Jacksonville, Florida 32216
William Spinner Director, Vice President and Secretary	5605 Florida Mining Blvd, Bldg 100, Ste 11 Jacksonville, Florida 32216
Robert Walters Director, Treasurer	5605 Florida Mining Blvd, Bldg 100, Ste 11 Jacksonville, Florida 32216

Section 7.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Bylaws

Section 8.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

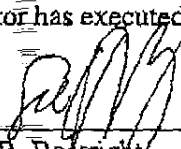
ARTICLE IX

Incorporator

Section 9.1. Name and Address. The name and street address of the incorporator of this corporation is:

Scott R. Boatright, Esq.
J. Howard Sheffield, P.A.
4209 Baymeadows Road, Suite 4
Jacksonville, Florida 32217

IN WITNESS WHEREOF, the incorporator has executed these AMENDED Articles
the 19th day of February, 2004.



Scott R. Boatright

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19th day of February, 2004,
by Scott R. Boatright who is personally known to me.



Notary Public

My Commission expires:

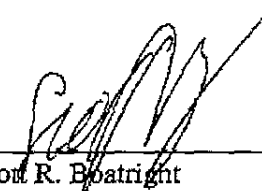


Sabrina L. Roper
My Commission DD1008522
Expires July 27, 2006

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.0501, the following is submitted:

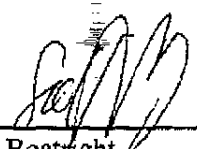
GROUP IV INDUSTRIAL, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **Scott R. Boatright, Esq.** its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217.



Scott R. Boatright

Dated: February 19, 2004

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Scott R. Boatright

Dated: February 19, 2004