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Corporate Square
28050 U.S. 19 North, Suite 100
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Fax (727) 791-1517

January 8, 2002

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
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*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

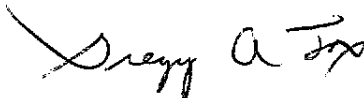
Re: CAM Services Corporation

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Merger with the Plan of Merger for the above named corporation, together with a check in the amount of \$70.00 for the filing fee. Please forward a stamped copy of the Articles of Merger to me.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Very truly yours,



GREGORY A. FOX
Attorney at Law

GAF/stg

Enclosures

FILED
02 JAN 10 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/22/02
merger
Spayne

FOX & FOX, P.A.

Attorneys at Law

ROLAND FOX
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Board Certified in Taxation

Corporate Square
28050 U.S. 19 North, Suite 100
Clearwater, Florida 33761

Telephone (727) 796-4556

Fax (727) 791-1517

January 18, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Attention: Susan Payne

Re: CAM SERVICES CORPORATION
Document No. P01000028469

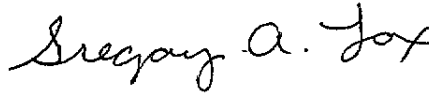
Dear Ms. Payne:

The undersigned is the attorney for CAM Services Corporation. This corporation was formed on October 1, 2001 and Articles of Merger were forwarded to you for filing on January 8, 2002. It is my understanding that this corporation was filed in error in October. I have contacted my client, explained the situation to him and he has instructed me to advise you that he does not want to change the name of his corporation. He is aware that CAM Services, Inc. is in existence.

P01000028469

Please file the Articles of Merger for the above referenced corporation with January 10, 2002 as the filing date. If you have any questions concerning the above, please do not hesitate to contact me.

Very truly yours,



GREGORY A. FOX
Attorney at Law

GAF/stg

cc: Mr. Charles A. Manganiello, Jr.

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CAM SERVICES CORPORATION, a nonqualified Pennsylvania corporation

INTO

CAM SERVICES CORPORATION, a Florida entity, P01000096215.

File date: January 10, 2002

Corporate Specialist: Susan Payne

FILED

ARTICLES OF MERGER OF

02 JAN 10 PM 3:15

CAM SERVICES CORPORATION,
a Pennsylvania Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTO

CAM SERVICES CORPORATION,
a Florida Corporation

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations adopt the following articles of Merger.

1. The names of the corporations which are parties to the merger are **CAM SERVICES CORPORATION**, a Pennsylvania corporation and **CAM SERVICES CORPORATION**, a Florida corporation.
2. On January 8, 2002, the attached plan of merger was unanimously approved by all the stockholders of each of the undersigned corporations in the manner prescribed by the By-Laws of the constituent corporations and Florida Statutes.
3. As to each of the undersigned corporations, the stockholders present at a meeting held on January 8, 2002 voted unanimously for approval of the plan of merger.

Dated: January 8, 2002

CAM SERVICES CORPORATION,
a Pennsylvania Corporation

By:


CHARLES A. MANGANIELLO, JR.
President

By:


CHARLES A. MANGANIELLO, JR.
Secretary

PLAN OF MERGER

Plan of Merger dated the 8th day of January, 2002 between **CAM SERVICES CORPORATION**, a Florida corporation, referred to as the surviving corporation, and **CAM SERVICES CORPORATION**, a Pennsylvania corporation, referred to as the absorbed corporation.

STIPULATIONS

A. **CAM SERVICES CORPORATION** is a corporation organized and existing under the laws of the State of Florida, with its principal office at 334 East Lake Road, #246, Palm Harbor, FL 34685.

B. Surviving corporation has a capitalization of seven thousand (7,000) authorized shares of \$1.00 common stock, of which one thousand (1,000) shares are issued and outstanding.

C. **CAM SERVICES CORPORATION** is a corporation organized and existing under the laws of the Commonwealth of Pennsylvania with its principal office at 232 Independence Blvd., Wilkes-Barre, PA 18702.

D. Absorbed corporation has a capitalization of One hundred (100) authorized shares of common stock of which one hundred (100) shares are issued and outstanding].

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that **CAM SERVICES CORPORATION**, a Pennsylvania corporation, be merged into **CAM SERVICES CORPORATION**, a Florida corporation, pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. **CAM SERVICES CORPORATION**, a Pennsylvania corporation, shall merge with and into **CAM SERVICES CORPORATION**, a Florida corporation, which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of

the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, of the surviving corporation is as follows:

(a) Each share of the common stock of **CAM SERVICES CORPORATION**, a Pennsylvania corporation, issued and outstanding on the effective date of the merger shall be converted into one (1) share of the \$1.00 common stock of **CAM SERVICES CORPORATION**, a Florida corporation, which shares of common stock of the surviving corporation shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The

articles of incorporation of the surviving corporation, **CAM SERVICES CORPORATION**, shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation shall be as follows:

Charles A. Manganiello, Jr.	President, Secretary
334 East Lake Road, #246	Treasurer and Director
Palm Harbor, FL 34685	

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before January 8, 2002, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 24, 2001.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective

secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

ABSORBED CORPORATION:

CAM SERVICES CORPORATION,
A Pennsylvania corporation

By: 

CHARLES A. MANGANIELLO, JR.
President

Attest: 

CHARLES A. MANGANIELLO, JR.
Secretary

SURVIVING CORPORATION:

CAM SERVICES CORPORATION,
A Florida corporation

By: 

CHARLES A. MANGANIELLO, JR.
President

Attest: 

CHARLES A. MANGANIELLO, JR.
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by
CHARLES A. MANGANIELLO, JR., as President and Secretary **CAM
SERVICES CORPORATION**, a Pennsylvania corporation, this 8th day of
January, 2002.



- Gregory A. Fox
MY COMMISSION # CC956031 EXPIRES
August 5, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

Gregory A. Fox
Notary Public

CAM SERVICES CORPORATION
a Florida Corporation

By: Charles A. Manganiello, Jr.
CHARLES A. MANGANIELLO, JR.
President

By: Charles A. Manganiello, Jr.
CHARLES A. MANGANIELLO, JR.
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by
CHARLES A. MANGANIELLO, JR., as President and Secretary **CAM
SERVICES CORPORATION** this 8th day of January, 2002.

Gregory A. Fox
Notary Public

My Commission Expires: _____



- Gregory A. Fox
MY COMMISSION # CC956031 EXPIRES
August 5, 2004
BONDED THRU TROY FAIR INSURANCE, INC.