

Division of Corporations

P02000053645

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To: Division of Corporations
Fax Number : (850)205-0380

From: Nery C. Toledo, Legal Assistant
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
Fax Number : (305)374-5095

RE: P02000053645; Fax Aud.# H02000143532; Letter No. 402A00033862

DEAR SIR: Enclosed is the corrected Articles and Plan of Merger of RePipe-Miami, Inc. Please provide us written confirmation of the filing effective May 24, 2002 as soon as possible. Thank you.

RECEIVED
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

REPIPE-MIAMI, INC.

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TALLAHASSEE, FLORIDA

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Certified Copy	1
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28842-123940

Nery C. Toledo

5/26

ARTICLES OF MERGER
Merger Sheet

MERGING:

S.O.S. CONSTRUCTION CORP., a Florida corporation, document number
F54469

INTO

REPIPE-MIAMI, INC. which changed its name to

S.O.S. CONSTRUCTION CORP., a Florida entity, P02000053645

File date: May 24, 2002

Corporate Specialist: Karen Gibson

MAY-28-02 09:16AM FROM-AKERMAN SENTERFITT

305-374-5095

T-365 P.02/10 F-947



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 24, 2002

REPIPE-MIAMI, INC.
5051 WESTHEIMER
SUITE 1890
HOUSTON, TX 77056

SUBJECT: REPIPE-MIAMI, INC.
REF: P02000053645

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of the merging corporation, S.O.S. CONSTRUCTION CORP. must be the same throughout the document.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX And. #: H02000143532
Letter Number: 402A00033862

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations hereby adopt the following Articles of Merger:

1. The name and state of incorporation of each of the constituent corporations are:
 - (a) S.O.S. Construction Corp., a Florida corporation; and
 - (b) rePipe-Miami, Inc., a Florida corporation.
2. A copy of the Plan of Merger (the "Plan"), as approved by each constituent corporation in accordance with its organizational documents and the Act, is set forth in Exhibit A attached hereto, which is incorporated herein by this reference.
3. The name of the surviving corporation is rePipe-Miami, Inc.
4. The Articles of Incorporation of rePipe-Miami, Inc. shall be the Articles of Incorporation of the surviving corporation, except that Article 1 of such Articles of Incorporation shall be changed pursuant to the merger so that it shall read in its entirety as follows:

ARTICLE 1
Name

The name of the corporation (the "Corporation") is S.O.S. Construction Corp."

5. The authorized capital stock of S.O.S. Construction Corp. consists of 100 shares of common stock, par value \$10.00 per share, of which 100 shares are issued, outstanding and entitled to vote on the Plan. Pursuant to a unanimous written consent dated May 24, 2002, the shareholders of all such shares approved the merger pursuant to the Plan.
6. The authorized capital stock of rePipe-Miami, Inc. consists of 1000 shares of common stock, par value \$1.00 per share, of which 1000 shares are issued, outstanding and entitled to vote on the Plan. Pursuant to a written consent dated May 24, 2002, the sole shareholder of such shares approved the merger pursuant to the Plan.
7. The effective date of the merger shall be the date these Articles of Merger are filed with the Secretary of State of the State of Florida.

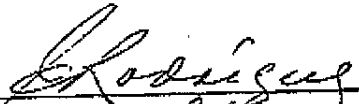
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed as of May 24, 2002 by their respective authorized officer(s), each of whom hereby acknowledge, by his execution hereof, that the statements contained in these Articles of Merger are true and correct to the best of his knowledge and belief.

S.O.S. CONSTRUCTION CORP.

By: 
Name: Eloisa Rodriguez
Title: Secretary

REPIPE-MIAMI, INC.

By: _____
Lawrence D. Keister, Vice President

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3144432v2

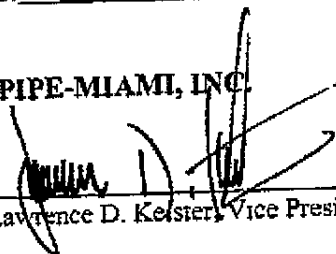
(H02000143532 8)

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed as of May 24, 2002 by their respective authorized officer(s), each of whom hereby acknowledge, by his execution hereof, that the statements contained in these Articles of Merger are true and correct to the best of his knowledge and belief.

S.O.S. CONSTRUCTION CORP.

By: _____
Name: _____
Title: _____

REPIPE-MIAMI, INC.

By:  _____
Lawrence D. Keister, Vice President

MAY-28-02 09:16AM FROM-AKERMANTENTERFITT

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Exhibit A
Plan of Merger

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**PLAN OF MERGER
BETWEEN
S.O.S. CONSTRUCTION CORP.
AND
REPIPE-MIAMI, INC.**

This Plan of Merger is entered into as of May 24, 2002, between S.O.S. Construction Corp., a Florida corporation, and rePipe-Miami, Inc., a Florida corporation.

WHEREAS, S.O.S. Construction Corp. and rePipe-Miami, Inc. desire to enter into a plan of merger on the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the foregoing and the mutual provisions contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged S.O.S. Construction Corp. and rePipe-Miami, Inc. hereby agree as follows:

1. Plan Adopted. A plan of merger merging S.O.S. Construction Corp. with and into rePipe-Miami, Inc. (this "Plan of Merger") pursuant to the provisions Section 607.1101 of the Florida Business Corporation Act (the "Act"), and Section 368(a)(2)(D) of the Internal Revenue Code of 1986, is adopted as follows:

(a) S.O.S. Construction Corp. shall be merged with and into rePipe-Miami, Inc. (the "Merger"), to exist and be governed by the laws of the State of Florida.

(b) The name of the surviving corporation shall be rePipe-Miami, Inc. (the "Surviving Corporation"); provided, however, the name of the Surviving Corporation shall be changed in accordance with Section 7 hereof.

(c) When the Merger becomes effective, the separate existence of S.O.S. Construction Corp. shall cease and the Surviving Corporation shall succeed, without other transfer, to all the rights and properties of S.O.S. Construction Corp. and shall be subject to all the debts and liabilities of such corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens upon the property of each constituent entity shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Merger.

(d) The Surviving Corporation will carry on business with the assets of S.O.S. Construction Corp. as well as with the assets of rePipe-Miami, Inc.

(e) The shareholders of rePipe-Miami, Inc. will retain their shares of the Surviving Corporation.

2. Effective Date and Time. The effective date and time of the Merger (the "Effective Date and Time") shall be the date and time the Articles of Merger relating to the Merger are filed with the Secretary of State of the State of Florida.

3. Submission to Shareholders. This Plan of Merger shall be submitted for approval separately to the shareholders of S.O.S. Construction Corp. and rePipe-Miami, Inc. in the manner provided by the Act, as applicable.

4. Manner of Exchange. Immediately following the Effective Date and Time, the shareholders of S.O.S. Construction Corp. shall surrender their respective stock certificates to rePipe-Miami, Inc. in exchange for the cash and shares of common stock of rePipe Holdings, Inc., a Delaware corporation, to which they are entitled pursuant to the provisions of this Plan of Merger.

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5. Basis of Exchange. The holders of the outstanding shares of the common stock, \$10.00 par value per share, of S.O.S. Construction Corp. shall be entitled to receive, in exchange for the surrender of all of such shares, a total of \$2,302,110 in cash and 497,216 shares of common stock of rePipe Holdings, Inc. plus additional consideration contingent upon (i) the amount of working capital held by the Surviving Corporation on the Effective Date and Time and (ii) the earnings of the Surviving Corporation in the 36-month period following that date.

6. Shares of the Surviving Corporation. The presently outstanding 1,000 shares of the common stock, par value \$1.00 per share, of rePipe-Miami, Inc. shall remain outstanding as common stock of the Surviving Corporation.

7. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation existing on the Effective Date and Time shall continue in full force as the Articles of Incorporation of the Surviving Corporation, except that Article I of such Articles of Incorporation shall be changed pursuant to the Merger so that it shall read in its entirety as follows:

"ARTICLE I

Name

The name of the corporation (the "Corporation") is S.O.S. Construction Corp."

8. Legal Construction. In case any one or more of the provisions contained in this Plan of Merger shall for any reason be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provisions hereof, and this Plan of Merger shall be construed as if such invalid, illegal, or unenforceable provision had never been contained herein.

9. Benefit. All the terms and provisions of this Plan of Merger shall be binding upon and inure to the benefit of and be enforceable by the parties hereto, and their successors and permitted assigns.

10. Perfection of Title. The parties hereto shall do all other acts and things that may be reasonably necessary or proper, fully or more fully, to evidence, complete or perfect this Plan of Merger, and to carry out the intent of this Plan of Merger.

11. Cumulative Rights. The rights and remedies of any party under this Plan of Merger and the instruments executed or to be executed in connection herewith, or any of them, shall be cumulative and the exercise or partial exercise of any such right or remedy shall not preclude the exercise of any other right or remedy.

12. Waiver. No course of dealing on the part of any party hereto or its agents, nor any failure or delay by any such party with respect to exercising any right, power or privilege of such party under this Plan of Merger or any instrument referred to herein shall operate as a waiver thereof, and any single or partial exercise of any such right, power or privilege shall not preclude any later exercise thereof or any exercise of any other right, power or privilege hereunder or thereunder.

13. Construction. Whenever used herein, the singular number shall include the plural, the plural number shall include the singular, and the masculine gender shall include the feminine.

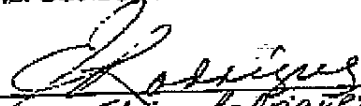
14. Multiple Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger in multiple counterparts, to be effective as of the date first mentioned above, each of which together shall be considered one original, and whether by original or facsimile signature shall be effective in all respects as though an original.

S.O.S. CONSTRUCTION CORP.

By: 
Name: Elena Rodriguez
Title: Secretary

REPIPE-MIAMI, INC.

By: _____
Lawrence D. Keister, Vice President

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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger in multiple counterparts, to be effective as of the date first mentioned above, each of which together shall be considered one original, and whether by original or facsimile signature shall be effective in all respects as though an original.

S.O.S. CONSTRUCTION CORP.

By: _____
Name: _____
Title: _____

REPIPE-MIAMI, INC.

By:  _____
Lawrence D. Keister, Vice President

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