

PA2000053645

Florida Department of State
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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

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02 MAY 30 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
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DIVISION OF CORPORATIONS
Attention: Karen Gibson

BASIC AMENDMENT

S.O.S. CONSTRUCTION CORP.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

28842 / 123950

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5/30/02

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

FILED
02 MAY 30 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, S.O.S. Construction Corp., a Florida corporation, and rePipe-Miami, Inc., a Florida corporation, filed Articles of Merger with the Department of State of the State of Florida on May 24, 2002 (the "Articles of Merger"), along with a Plan of Merger between S.O.S. Construction Corp. and rePipe-Miami, Inc. attached as Exhibit A thereto (the "Plan of Merger").

WHEREAS, under the Plan of Merger, S.O.S. Construction Corp. was merged with and into rePipe-Miami, Inc. (the "Merger") on May 24, 2002, to exist and be governed by the laws of the State of Florida.

WHEREAS, the surviving corporation was rePipe-Miami, Inc. (the "Surviving Corporation"), however, upon consummation of the merger, the Surviving Corporation changed its name to S.O.S. Construction Corp.

WHEREAS, paragraph 5 of the Plan of Merger stated the incorrect cash amount and number of shares of common stock of rePipe Holdings, Inc., a Delaware corporation, to be exchanged for each share of issued and outstanding common stock of S.O.S. Construction Corp. upon consummation of the merger.

WHEREAS, pursuant to Section 607.0124 of the Florida Business Corporation Act, the parties to the Plan of Merger desire to file these Articles of Correction to correct and amend the Plan of Merger by replacing in paragraph 5 the cash amount from \$2,302,110 to \$2,301,836.09 and the number of shares of common stock of rePipe Holdings, Inc. from 497,216 to 497,157 to be exchanged for each share of issued and outstanding common stock of S.O.S. Construction Corp., effective upon the filing date of the original Articles of Merger.

WHEREAS, these Articles of Correction shall be filed with the Department of State of the State of Florida and shall be effective as of May 24, 2002, the original filing date of the Plan of Merger and the Articles of Merger.

WHEREAS, except as modified hereby, the Articles of Merger and the Plan of Merger shall remain unchanged and in full force and effect, and the parties hereto hereby reaffirm and ratify the same.

NOW THEREFORE, paragraph 5 of the Plan of Merger is corrected and amended as follows:

"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 \$2,301,836.09 in cash and 497,157 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."

[Signatures on following page]

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MAY-30-02 04:11PM FROM-

T-074 P.03/04 F-884

(H02000145783 5)

IN WITNESS WHEREOF, the parties have caused these Articles of Correction to be executed effective as of May 24, 2002.

S.O.S. CONSTRUCTION CORP.

By: 

Name: ELOISA RODRIGUEZ

Title: VICE PRESIDENT

REPIPE-MIAMI, INC.

By: _____

Lawrence D. Keister, Vice President

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{M1800850;1}

MAY-30-02 04:12PM FROM-

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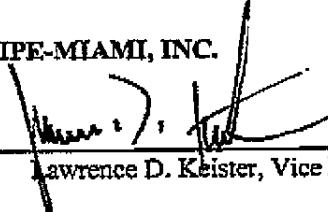
(H02000145783 5)

IN WITNESS WHEREOF, the parties have caused these Articles of Correction to be executed effective as of May 24, 2002.

S.O.S. CONSTRUCTION CORP.

By: _____
Name: _____
Title: _____

REPIPE-MIAMI, INC.

By:  _____
Lawrence D. Keister, Vice President

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{MIS00850;1}