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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 7, 2003

Florida State Roofing, Inc.
5824 Bee Ridge Road, Suite 443
Sarasota, FL 34233

SUBJECT: FLORIDA STATE ROOFING, INC.
Ref. Number: P02000080377

We have received your document for FLORIDA STATE ROOFING, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of merger is \$35 per party to the merger. A total of \$70 is the filing fee for this document. Make checks payable to Secretary of State.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 103A00054901

ARTICLES OF MERGER
OF
FLOYD'S WOOD DOCTOR INC.
INTO
FLORIDA STATE ROOFING, INC.

FILED
03 OCT 20 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act (the "Act"), the parties hereto hereby adopt the following Articles of Merger for the purpose of merging them into one corporation:

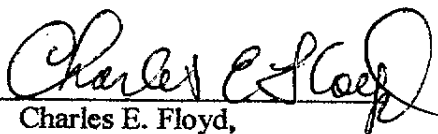
1. FLOYD'S WOOD DOCTOR INC., a Florida corporation (the "Merging Corporation"), shall be merged with and into FLORIDA STATE ROOFING, INC., a Florida corporation (the "Surviving Corporation"), which shall be the surviving corporation in the merger.
2. The merger shall become effective on the date on which these Articles of Merger are filed with the Florida Department of State (the "Effective Date").
3. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall remain and be the Articles of Incorporation of the Surviving Corporation, and that the name of the Surviving Corporation after the merger shall be FLORIDA STATE ROOFING, INC.
4. The Plan of Merger, a copy of which is attached hereto and made apart hereof, was adopted and approved by the directors and sole shareholder of the Merging Corporation effective as of the 30th day of September 2003, and by the entire board of directors and a majority of the shareholders of the Surviving Corporation effective as of the 30th day of September, 2003.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be executed by their respective officers effective as of the 30th day of September, 2003.


FLOYD'S WOOD DOCTOR INC.

FLORIDA STATE ROOFING, INC.

By:


Charles E. Floyd,
Its President

By:


Norrie Holmes,
Its President

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is made and entered into as of the 30th day of September, 2003, by and between FLOYD'S WOOD DOCTOR INC., a Florida corporation (the "Merging Corporation"), and FLORIDA STATE ROOFING, INC., a Florida corporation (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are hereinafter sometimes referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the directors of the Constituent Corporations have determined that it would be in the best interest of such corporations and their respective shareholders for the Merging Corporation to merge with and into the Surviving Corporation in accordance with Florida Business Corporation Act; and

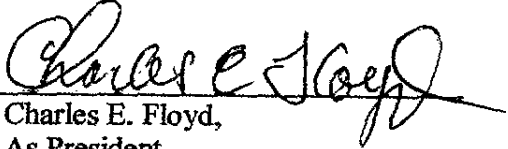
WHEREAS, the Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Corporations hereby agree and prescribe the terms and conditions of this Plan of Merger and the mode of carrying the same into effect, as follows:


1. **Merger.** Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), the merging Corporation shall be merged (the "Merger") with and into the Surviving Corporation, with the Surviving Corporation remaining the surviving corporation.
2. **Effective Date.** The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").
3. **Effect of Merger.** Upon the Effective Date: (a) the Merging Corporation and the Surviving Corporation shall become a single corporation and the separate corporation existence of the Merging Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all the rights, privileges, powers, and immunities of the Merging Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merging Corporation, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed; (c) all rights of creditors and all liens upon any property of the constituent Corporation shall remain unimpaired; and (d) the name of the Surviving Corporation shall become **FLORIDA STATE ROOFING, INC.**

4. **Articles of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.** Upon the Effective Date: (a) the Articles of Incorporation of the Surviving Corporation shall remain and continue as the Articles of Incorporation of the Surviving Corporation, except that the name of the Surviving Corporation after the Merger shall be **FLORIDA STATE ROOFING, INC.**; (b) the Bylaws of the Surviving Corporation shall remain and continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation shall remain and continue as the officers and directors of the surviving Corporation until their successors are duly elected and qualified.
5. **Cancellation of Shares.** Upon the Effective Date, all of the then-issued and outstanding shares of capital stock of the Merging Corporation shall be automatically canceled, without any action on the part of the holder thereof.
6. **Articles of Merger.** Promptly upon adopting this Plan, the parties shall promptly execute the Articles of Merger attached hereto and file the same with the Florida Department of State.
7. **Governing Law.** This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.
8. **Counterparts.** This Plan of Merger may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but on and the same document.

FLOYD'S WOOD DOCTOR INC.

By: 
Charles E. Floyd,
As President

FLORIDA STATE ROOFING, INC.

By: 
Norrie Holmes,
As President