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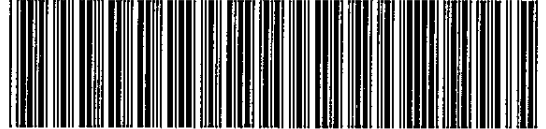
(Business Entity Name)

(Document Number)

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October 4, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Conch Holdings, LLC into Florida Keys Truss, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF CONCH HOLDINGS, LLC
WITH AND INTO
FLORIDA KEYS TRUSS, INC.

In accordance with sections 607.1109, 608.4382, and/or 620.203, Florida Statutes, FLORIDA KEYS TRUSS, INC., a Florida corporation ("Acquiring Corporation") and CONCH HOLDINGS, LLC, a Florida limited liability company ("Target Company"), jointly referred to hereinafter as the merging entities, hereby adopt the following Articles of Merger:

ARTICLE I

The exact name, street address of its principal office, jurisdiction and entity type for merging party are as follows:

	<u>Name and Street Address</u>	<u>Jursidiction</u>	<u>Entity Type</u>
1.	Conch Holdings, LLC 57560 Morton Street Marathon, Florida 33050	Florida	Limited Liability Company
	Florida Document/Registration Number: L02000026024		FEI Number: 45-0487795
2.	Florida Keys Truss, Inc. 10651 7 th Avenue Gulf Marathon, Florida 33050	Florida	Corporation
	Florida Document/Registration Number: P03000106104		FEI Number: 20-0685124

ARTICLE II

The exact name, street address of its principal office, jurisdiction and entity type of the surviving party is as follows:

	<u>Name and Street Address</u>	<u>Jursidiction</u>	<u>Entity Type</u>
.	Florida Keys Truss, Inc. 10651 7 th Avenue Gulf Marathon, Florida 33050	Florida	Corporation
	Florida Document/Registration Number: P03000106104		FEI Number: 20-0685124

ARTICLE III

The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103 and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

ARTICLE IV

If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

ARTICLE V

If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

ARTICLE VI

If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205 and/or 608.4384, Florida Statutes.

ARTICLE VII

If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2) and/or 620.202(2), Florida Statutes.

ARTICLE VIII

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

ARTICLE IX

The merger shall become effective as of:

The date the Articles of Merger are filed with the Department of State.

ARTICLE X

The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ARTICLE XI

Signatures for each party:

CONCH HOLDINGS, LLC

By Ray W. Vaughn, Jr.
Ray W. Vaughn, Jr., Managing Member

By Kathleen C. Vaughn
Kathleen Vaughn, Managing Member

FLORIDA KEYS TRUSS, INC.

By Ray W. Vaughn, Jr.
Ray W. Vaughn, Jr., President

Attest:
Kathleen C. Vaughn
Kathleen Vaughn, Secretary

PLAN OF MERGER
OF CONCH HOLDINGS, LLC
WITH AND INTO
FLORIDA KEYS TRUSS, INC.

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381 and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438 and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CONCH HOLDINGS, LLC	Florida
FLORIDA KEYS TRUSS, INC.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
FLORIDA KEYS TRUSS, INC.	Florida

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

A. On the effective date of the Merger, CONCH HOLDINGS, LLC shall be merged with and into FLORIDA KEYS TRUSS, INC. After such Merger, FLORIDA KEYS TRUSS, INC. will be the surviving party and the separate existence and identity of CONCH HOLDINGS, LLC shall cease to exist.

B. At the Effective Date of the Merger:

1. The FLORIDA KEYS TRUSS, INC. (the "Surviving Party") shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of CONCH HOLDINGS, LLC (the "Target Entity");

2. All and singular, the rights, privileges, powers, and franchises of Target Entity, and all property, real, personal, and mixed, and all debts due to Target Entity on whatever account, as well for stock subscriptions and all other things in action or belonging to Target Entity, shall be vested in the Surviving Party without further act or deed;

3. All property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Party as they

were of Target Entity, and the title to any real estate vested by deed or otherwise, under the laws of the State of Florida or any other jurisdiction, in Target Entity, shall not revert or be in any way impaired;

4. All rights of creditors and all liens upon any property of Target Entity shall be preserved unimpaired, and all debts, liabilities, and duties of Target Entity shall thenceforth attach to the Surviving Party and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

1. At the Effective Date of the Merger, each member of the Target Entity on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the Members, be converted into One Thousand (1,000) shares of the presently authorized and unissued shares of the common stock of the Surviving Party (the "Surviving Party Common Stock"); provided that no fractional share of Surviving Party Common Stock shall be issued or exchanged for interests of the Target Entity. Notwithstanding the foregoing, each interest of Target Entity held by the Surviving Party shall, by virtue of the Merger and without any action on the part of the Surviving Party, be canceled simultaneously with the effectiveness of the Merger.

2. The Articles of Incorporation of the Surviving Party as in effect on the Effective Date shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Party until changed or amended as provided by law.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the Surviving Party, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: If a partnership or limited partnership is the Surviving Party, the name(s) and address(es) of the general partner(s) are as follow:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
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N/A

SIXTH: If a limited liability company is the Surviving Party the name(s) and address(es) of the manager(s)/managing member(s) are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any relating to the merger:

The "Effective Date" of the Merger shall be the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.