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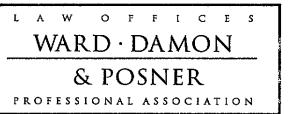


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4420 BEACON CIRCLE WEST PALM BEACH, FL 33407

TEL: (561) 842-3000 • FAX: (561) 842-3626

ROGER C. STANTON
RSTANTON@WARDDAMON.COM

August 17, 2004

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: O'Connor & Taylor Enterprises, Inc.

Dear Sir/Madam:

Enclosed please Articles of Share Exchange for the above referenced corporation. Also enclosed is our check in the sum of \$210.00 representing the filing fee for same. Please forward proof of filing these Articles in the self addressed stamped envelope also provided herein for your convenience.

Please feel free to call our office should you have any questions regarding the above. Thank you for your assistance in this matter.

Very trul√yours

Christina Zingman Legal Assistant to Roger C. Stanton

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ARTICLES OF SHARE EXCHANGE

O'Connor & Taylor Enterprises, Inc., a Florida corporation, being validly and under the laws of the State of Florida, neces,

O'Connor & Taylor Enterprises, Inc., a Florida corporation, has entered into a state of into a legally formed under the laws of the State of Florida, hereby files the following Articles of Share Exchange:

1. Plan of Share Exchange with the following corporations:

O'Connor & Taylor, Inc., a Florida corporation;

O'Connor & Taylor Condominium Construction, Inc., a Florida corporation;

O'Connor & Taylor of the Carolinas, Inc., a North Carolina corporation;

TradePro Construction Services, Inc., a Florida corporation;

TradePro Construction Services, Inc., a South Carolina corporation;

The foregoing shall hereinafter be collectively referred to as the "Subsidiary Corporations."

Under the terms of the Plan of Share Exchange, the Shareholders of the Subsidiary Corporations exchange all of their shares of stock in the Subsidiary Corporations for fifty (50) shares of stock in O'Connor & Taylor Enterprises, Inc. As a result of the Plan of Share Exchange, each of the Subsidiary Corporations is a wholly owned subsidiary of O'Connor & Taylor Enterprises, Inc.

- 2. The Plan of Share Exchange was approved by the shareholders and board of directors of O'Connor & Taylor Enterprises, Inc., on the 1st day of January, 2004.
- 3. The Plan of Share Exchange was approved by the shareholders and board of directors of each of the Subsidiary Corporations on the 1st day of January, 2004.

In accordance with the provisions of Section 607.1105, Florida Statutes, these Articles of Share Exchange are hereinafter executed by each of the foregoing corporations.

O'Connor & Taylor Enterprises, Inc.

Dated: January 1, 2004

O'Connor & Taylor Condominium Construction, Inc.

[Corporate Seal]

Dated: January 1, 2004

Frank S. O'Connor, President

Taylor, III, President

[Corporate Seal]

O'Connor & Taylor, Inc.

Joseph 🖎

Dated: January 1, 2004

[Corporate Seal]

TradePro Construction Services, Inc., a Florida corporation

Joseph E. Taylor, III, President

[Corporate Seal]

TradePro Construction Services, Inc., a South Carolina corporation

Dated: January 1, 2004

Dated: January 1, 2004

By:

E. Taylor, III, President

Corporate Seal

O'Connor & Taylor of the Carolinas, Inc.

Dated: January 1, 2004

By: Joseph E. Tay

Joseph E. Taylor, III, President

[Corporate Seal]