

PO4000036246

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

3/7 Hold for Bal. of \$35

Office Use Only

3/9 Rec'd Bal. for Merger

JB



900047224519

03/09/05--01013--010 **35.00

02/28/05--01078--009 **43.75

SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2005 MAR -9 AM 11:55

Merger

JB
3/9
JB

William N. Asma, P.A.
Attorney and Counselor at Law
884 South Dillard Street
Winter Garden, Florida 34787
Ph. (407) 656-5750 Fax (407) 656-0486
william.asma.pa@earthlink.net

February 24, 2005

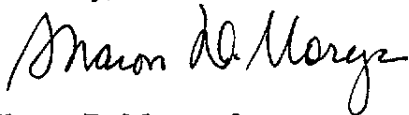
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**RE: Articles of Merger
Conte Construction, Inc.**

Dear Sir/Madam:

The enclosed merger and fee are submitted for filing. Please return all correspondence concerning this matter to the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Sharon D. Morgan".

Sharon D. Morgan for
William N. Asma, Esquire

:sm
Enclosure

William N. Asma, P.A.
Attorney and Counselor at Law
884 South Dillard Street
Winter Garden, Florida 34787
Ph. (407) 656-5750 Fax (407) 656-0486
william.asma.pa@earthlink.net

March 7, 2005

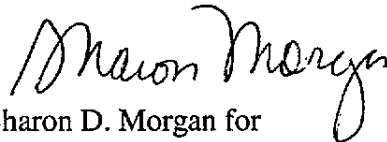
Division of Corporations
Attn: Velma Shepard
P.O. Box 6327
Tallahassee, Florida 32314

**RE: Articles of Merger
Conte Construction, Inc.**

Dear Sir/Madam:

Enclosed is the additional \$35.00 fee required to complete the merger paperwork. Thank you for your assistance regarding this matter.

Sincerely,



Sharon D. Morgan for
William N. Asma, Esquire

:sm
Enclosure

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Conte Construction, Inc.	Florida	P04000036246

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Conte Intermodal, Inc.	Florida	P95000034219
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 2-1-2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 2-1-2005.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

SECRETARY
DIVISION OF CORPORATIONS
2005 MAR -9 AM 11:55

Gail Conte, President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Conte Construction, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Conte Intermodal, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

See Attached Plan Of Merger

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Attached Plan of Merger

(Attach additional sheets if necessary)

**PLAN OF MERGER
BETWEEN AND AMONG
CONTE CONSTRUCTION, INC.
AND
CONTE INTERMODAL, INC.**

THIS PLAN OF MERGER dated this 1st day of February, 2005, is entered into by and between CONTE INTERMODAL, INC. and CONTE CONSTRUCTION, INC. hereinafter referred to collectively as the "Entities".

1. **AGREEMENT TO MERGE.** The entities hereby agree to merge, and the terms and conditions of said merger, the method of carrying the same into effect and the manner and basis of converting the outstanding shares of common stock of each entity shall be set forth herein.

2. **PARTIES.** The parties to this Plan of Merger are Conte Intermodal, Inc., a Florida corporation and Conte Construction, Inc., a Florida corporation.

3. **SURVIVING ENTITY.** CONTE CONSTRUCTION, INC. shall be the surviving entity and shall remain organized under the laws of the State of Florida following the merger.

4. **PRINCIPAL OFFICES.** The principal office of CONTE CONSTRUCTION, INC. following the merger shall be 310 South Dillard Street, Suite 100, Winter Garden, Florida 34787.

5. **ARTICLES OF INCORPORATION.** The terms set forth in the original Articles of Incorporation of CONTE CONSTRUCTION, INC. shall be adopted by the surviving entity.

6. **MANNER AND BASIS OF CONVERTING THE OUTSTANDING SHARES OF STOCK.** The manner and basis of converting the shares of common stock of CONTE INTERMODAL, INC. shall be as follows:

(a) the outstanding shares of common stock in Conte Intermodal, Inc. shall be purchased by the surviving entity Conte Construction, Inc. at par value.

7. **MODIFICATIONS TO THIS PLAN.** The entities, by mutual consent of their respective Board of Directors, may amend or modify this Plan of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof provided, however, that no such amendment or modification shall affect the rights of the shareholders of either entity in a manner which is materially adverse to such shareholders in the judgment of their respective Board of Directors.

8. **EFFECTIVE DATE.** The Merger provided for by this Plan of Merger shall become effective on February 1, 2005 ("Effective Date") and the Articles of Merger shall be subsequently filed of record with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, CONTE INTERMODAL, INC. and CONTE CONSTRUCTION, INC. have caused this Plan of Merger to be signed in their respective entity names by the persons authorized to sign on their behalf as of the date first written above.

Sharon D. Morgan
Witness: Sharon D. Morgan

Elizabeth Millan
Witness: Elizabeth Millan

Sharon D. Morgan
Witness: Sharon D. Morgan

Elizabeth Millan
Witness: Elizabeth Millan

CONTE INTERMODAL, INC.

By: Gail Conte
Gail Conte

Its: President

CONTE CONSTRUCTION, INC.

By: Gail Conte
Gail Conte

Its: President