

P07000100807

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Morgan 4-8-08
LOC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: S & S Precast, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

James D. Dati, Esq.
(Contact Person)

Bond, Schoeneck & King, P.A.
(Firm/Company)

4001 Tamiami Trail North, Suite 250
(Address)

NAPLES, FL 34103-3555
(City/State and Zip Code)

For further information concerning this matter, please call:

James D. Dati, Esq. At (239) 659-3845
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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

ARTICLES OF MERGER OF
S & S STRUCTURAL SYSTEMS, INC.
WITH AND INTO
S & S PRECAST, INC.

The following Articles of Merger (these "Articles"), are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1101, 607.1103, and 607.1105 of the Florida Statutes:

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08 APR -4 PM 1:25
SECRETARY OF STATE
ALBANY, FLORIDA

1. The name, jurisdiction, and document number of the merging corporation is as follows:

<u>Name of Merging Corporation</u>	<u>Jurisdiction</u>	<u>Document Number</u>
S & S STRUCTURAL SYSTEMS, INC.	Florida	618646

2. The name, jurisdiction, and document number of the surviving corporation is as follows:

<u>Name of Surviving Corporation</u>	<u>Jurisdiction</u>	<u>Document Number</u>
S & S PRECAST, INC.	Florida	P07000100807

3. The Plan of Merger (the "Plan") setting forth the terms and conditions of the merger is attached to these Articles and incorporated herein by reference.

4. The effective date of the merger shall be December 31, 2007.

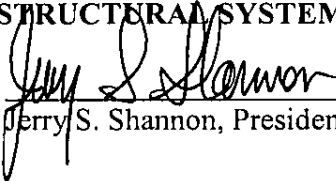
5. The Plan of Merger was unanimously approved and adopted by the Board of Directors and Shareholders of the surviving corporation on December 27, 2007.

6. The Plan of Merger was unanimously approved and adopted by the Board of Directors and Shareholders of the merging corporation on December 27, 2007.

IN WITNESS WHEREOF, the undersigned merging corporation, and surviving
corporation have executed these Articles effective December 27, 2007.

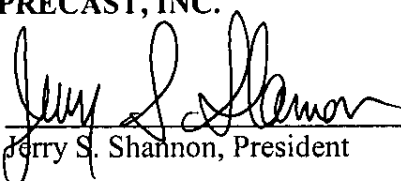
MERGING CORPORATION:

S & S STRUCTURAL SYSTEMS, INC.

By: 
Jerry S. Shannon, President

SURVIVING CORPORATION:

S & S PRECAST, INC.

By: 
Jerry S. Shannon, President

PLAN OF MERGER OF
S & S STRUCTURAL SYSTEMS, INC.
WITH AND INTO
S & S PRECAST, INC.

This Plan of Merger of S & S STRUCTURAL SYSTEMS, INC., with and into S & S PRECAST, INC. (the "Surviving Corporation"), is made pursuant to Section 607.1101 of the Florida Statutes, and Section 368(a)(1)(A) of the Internal Revenue Code, and is adopted as follows:

1. The name of each corporation planning to merge is:
 - (i) S & S STRUCTURAL SYSTEMS, INC., a Florida corporation; and
 - (ii) S & S PRECAST, INC., a Florida corporation.

The Surviving Corporation shall be S & S PRECAST, INC., a Florida corporation.

2. As to each corporation, the designation and number of authorized and outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation	Number Shares Class and Authorized	Par Value	Number Shares Outstanding
S & S STRUCTURAL SYSTEMS, INC.	1,000 Voting Common Stock	\$10.00 Par Value	186
S & S PRECAST, INC.	10,000 Voting Common Stock	\$1.00 Par Value	100

3. Upon filing of the Articles of Merger with the Florida Department of State, all of the issued and outstanding shares of S & S STRUCTURAL SYSTEMS, INC. shall be canceled without consideration, and the shares of S & S PRECAST, INC., the Surviving Corporation, shall be reissued. The ownership of the Surviving Corporation shall be as follows:

Shareholder	Number of Shares Owned	Percentage of Issued/Outstanding
Jerry S. Shannon	164	82%

Gregory A. Sweely	4	2%
Chevis Nacole' Shannon	4	2%
Mary Carolyn Shannon	4	2%
Abigail Eunice Shannon	4	2%
Elizabeth Hunter Shannon	4	2%
DeVan Joseph Shannon	4	2%
Katie Marie Shannon	4	2%
Garrett Anne Shannon	4	2%
Stuart Patrick Shannon	4	2%

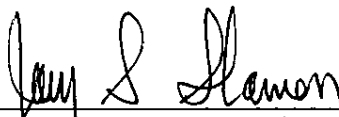
TOTAL:	200	100%
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4. The effective date of the merger shall be the later of December 31, 2007, or the date these Articles are filed with the Florida Secretary State.

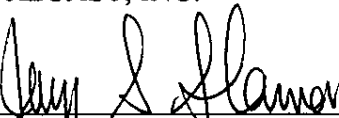
5. The foregoing Plan of Merger was duly unanimously adopted by the Shareholders and the Board of Directors by written consent in lieu of a Special Meeting on December 27, 2007.

IN WITNESS WHEREOF, this Plan of Merger was executed effective December 27, 2007.

S & S STRUCTURAL SYSTEMS, INC.

By: 
Jerry S. Shannon, President

S & S PRECAST, INC.

By: 
Jerry S. Shannon, President