

P93000000157



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 446879 106189A

AUTHORIZATION : *Patricia Pajot*

COST LIMIT : \$ 122.50

ORDER DATE : June 30, 1997

ORDER TIME : 11:40 AM

ORDER NO. : 446879-005

EFFECTIVE DATE
7/1/97

300002226663--6

CUSTOMER NO: 106189A

CUSTOMER: Mr. James J. Rowan
Mccutcheon And Rowan
Suite 390
3839 4th Street North
Saint Petersburg, FL 33703

ARTICLES OF MERGER

UNLIMITED BUILDERS &
DEVELOPERS, INC.

INTO

M.E. BARGER & ASSOCIATES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
97 JUN 30 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 30 PM 1:53
DIVISION OF CORPORATION

P93000000157

ARTICLES OF MERGER
Merger Sheet

MERGING:

UNLIMITED BUILDERS & DEVELOPERS, INC., a Florida corporation
P94000052192

INTO

M.E. BARGER & ASSOCIATES, INC., a Florida corporation, P93000000157

File date: June 30, 1997, effective July 1, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

EFFECTIVE DATE
7/1/97

ARTICLES OF MERGER OF
UNLIMITED BUILDERS & DEVELOPERS, INC., a Florida corporation
INTO
M.E. BARGER & ASSOCIATES, INC., a Florida corporation

FILED
JUL 1 30 PM 1:37
TALLAHASSEE, FLORIDA

1. The names of the corporations which are parties to the merger are as follows:

(a) Unlimited Builders & Developers, Inc., a Florida corporation.

(b) M.E. Barger & Associates, Inc., a Florida corporation, which shall be the surviving corporation.

2. The Agreement and Plan of Merger is attached hereto as Exhibit "A".

3. The Agreement and Plan of Merger was adopted by all of the shareholders of Unlimited Builders & Developers, Inc. on June 20, 1997 and by all of the shareholders of M.E. Barger & Associates, Inc. on June 20, 1997.

4. Pursuant to the provisions of paragraph 4 of the Agreement and Plan of Merger, the provisions of Article I of the Articles of Incorporation of M.E. Barger & Associates, Inc. are amended to change the name of the corporation to MIDA GROUP, INC.

5. The effective date and time of the merger is 9:00 a.m., July 1, 1997.

IN WITNESS WHEREOF, the Vice President and Secretary of Unlimited Builders & Developers, Inc. and the President and Secretary of M.E. Barger & Associates, Inc. have executed these Articles this 23RD day of June, 1997.

Attest:

Judith A. Stuart, Sec
Judith A. Stuart, Secretary

M.E. BARGER & ASSOCIATES, INC.,
a Florida corporation

By: Joann E. Barger
Joann E. Barger, President

Attest:

Joann E. Barger
Joann E. Barger, Secretary

UNLIMITED BUILDERS & DEVELOPERS,
INC., a Florida corporation

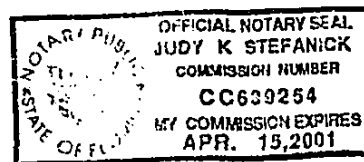
By: Joann E. Barger
Joann E. Barger, Vice President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd
day of June, 1997 by Joann E. Barger, as President of M.E. Barger
& Associates, Inc., a Florida corporation, and as Vice President
and Secretary of Unlimited Builders & Developers, Inc., a Florida
corporation, who is personally known to me.

Judy K. Stefanick
Notary Public

My Commission Expires:

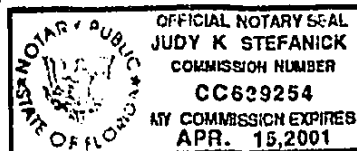


STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd
day of June, 1997 by Judith A. Stuart, as Secretary of M.E. Barger
& Associates, Inc., a Florida corporation, who is personally known
to me.

Judy K. Stefanick
Notary Public

My Commission Expires:



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into on June 20, 1997, by and among M.E. BARGER & ASSOCIATES, INC., a Florida corporation ("MEB") and UNLIMITED BUILDERS & DEVELOPERS, INC., a Florida corporation ("UBD"). In consideration of the covenants and conditions contained herein and for other good and valuable consideration, the parties, intending to be legally bound, agree as follows:

1. Background and Purposes. The Board of Directors of MEB and UBD deem it advisable and in the best interests of the corporations and their stockholders that UBD be merged into MEB, and the corporations desire that they so merge pursuant to the laws of the State of Florida.

2. The Merger. Upon the terms and subject to the satisfaction of the conditions precedent contained in this Agreement, at the Effective Time (as defined below) UBD shall be merged (the "Merger") with and into MEB pursuant to the provisions of Sections 607.1101, 607.1103 and 607.1105 of the Florida Business Corporation Act, as amended. Upon the Merger, MEB shall be the surviving corporation (the "Surviving Corporation") and its corporate existence shall continue unaffected by the Merger and the corporate existence of UBD shall cease and thereupon UBD and MEB shall become a single corporation.

3. Conversion of Shares. At the Effective Time (as hereinafter defined), the rights of the stockholders of the constituent corporations and the conversion of their shares shall be as follows:

(a) The 100 outstanding common shares, with no par value, of the Surviving Corporation shall remain outstanding.

(b) The 100 outstanding common shares, with par value of \$1.00 per share, of UBD shall be cancelled and extinguished.

4. Articles of Incorporation. The Articles of Incorporation of MEB in effect at and as of the Effective Time will remain the Articles of Incorporation of the Surviving Corporation without any modification or amendment in the Merger except that Article I of the Articles of Incorporation of MEB shall be amended to change the name of the Surviving Corporation to MIDA Group, Inc.

5. Bylaws. At the Effective Time, the Bylaws of MEB shall become the Bylaws of the Surviving Corporation.

6. Authorized Shares. The Surviving Corporation shall be authorized to issue up to 1,000 shares of voting, common stock with no par value.

7. Board of Directors and Officers. All members of the Board


of Directors and all of the Officers of the Surviving Corporation on the Effective Time of the Merger shall be and continue as Directors and Officers, respectively, of the Surviving Corporation after such date, to hold office for the same term and upon the same conditions as heretofore existed between each of them, respectfully, and the surviving corporation.

8. Rights and Liabilities of the Surviving Corporation. At and after the Effective Time of the Merger, the Surviving Corporation shall succeed to and possess without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private and all of the property, real, personal and mixed, of each of the parties hereto; all debts due to UBD on whatever accounts shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises of every interests of either of the parties hereto shall be as affectively the property of the Surviving Corporation as they were of the respective parties hereto; that title to any real estate vested by deed or otherwise in UBD shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Time of the Merger; all debts, liabilities and duties of the respective parties hereto shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the Officers and Directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.


9. Effective Time. The Effective Time of the Merger (the "Effective Time") contemplated by this Agreement shall be 9:00 a.m., July 1, 1997.

IN WITNESS WHEREOF, Unlimited Builders & Developers, Inc. and M.E. Barger & Associates, Inc. have caused this Agreement and Plan of Merger to be signed in their corporate names by their respective Presidents or Vice Presidents, with the seals of the corporation, and also by all of the respective Board of Directors and shareholders of each of the corporations, all as of the day and year first above written.

Attest:


Judith A. Stuart, Secretary

M.E. BARGER & ASSOCIATES, INC.,
a Florida corporation

By: 
Joann E. Barger, President

Joann E. Barger
Joann E. Barger, Director and
Sole Shareholder

ALL OF THE DIRECTORS AND SHAREHOLDERS OF
M.E. BARGER & ASSOCIATES, INC.

Attest:

Joann E. Barger
Joann E. Barger, Secretary

UNLIMITED BUILDERS & DEVELOPERS,
INC., a Florida corporation

By: Joann E. Barger
Joann E. Barger, Vice President

Joann E. Barger
Joann E. Barger, Director and
Sole Shareholder

ALL OF THE DIRECTORS AND SHAREHOLDERS OF
UNLIMITED BUILDERS & DEVELOPERS, INC.