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Division of Corporations

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P94000014940

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

DANRAY HOMES, INC.

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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

STATE-WIDE ENVIRONMENTAL BUILDERS, INC., a Florida corporation , 684152

INTO

DANRAY HOMES, INC., a Florida corporation, P94000014940

File date: August 21, 1998

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER OF
STATE-WIDE ENVIRONMENTAL BUILDERS, INC. WITH AND INTO
DANRAY HOMES, INC.**

Pursuant to the provisions of Section 607.1104 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of STATE-WIDE ENVIRONMENTAL BUILDERS, INC., a Florida corporation, with and into DANRAY HOMES, INC., a Florida corporation, with DANRAY HOMES, INC. being the surviving corporation, is set forth below:

**PLAN OF MERGER
STATE-WIDE ENVIRONMENTAL BUILDERS, INC. WITH AND INTO
DANRAY HOMES, INC.**

1. STATE-WIDE ENVIRONMENTAL BUILDERS, INC., a Florida corporation, is the parent corporation of DANRAY HOMES, INC., a Florida corporation.
2. STATE-WIDE ENVIRONMENTAL BUILDERS, INC., a Florida corporation, shall merge with and into DANRAY HOMES, INC., a Florida corporation with DANRAY HOMES, INC. being the surviving corporation.
3. Upon the consummation of the merger of STATE-WIDE ENVIRONMENTAL BUILDERS, INC. with and into DANRAY HOMES, INC., the separate existence of STATE-WIDE ENVIRONMENTAL BUILDERS, INC. shall cease. DANRAY HOMES, INC., as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of STATE-WIDE ENVIRONMENTAL BUILDERS, INC. shall not be affected by the merger and upon the merger, DANRAY HOMES, INC., without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of STATE-WIDE ENVIRONMENTAL BUILDERS, INC. prior to the merger as provided in §607.1106 of the Florida Statutes.

As further provided in §607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with STATE-WIDE ENVIRONMENTAL BUILDERS, INC. shall be preserved and remain unimpaired by the merger, all liens upon the properties of STATE-WIDE ENVIRONMENTAL BUILDERS, INC. shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of STATE-WIDE ENVIRONMENTAL BUILDERS, INC. shall henceforth attach to DANRAY HOMES, INC. and may be enforced against DANRAY HOMES, INC. to the same extent as if such obligations

THIS DOCUMENT PREPARED BY:
ANTHONY J SCALETTA, ESQ (Florida Bar No.: 0058246)
SALLEY, FEINBERG, HAMES & HINTZE, P.A.
390 NORTH ORANGE AVENUE, SUITE 2500
ORLANDO, FLORIDA 32801
(407) 426-2360

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and duties had been incurred by DANRAY HOMES, INC.

Additionally, any existing claim or action or proceeding pending by or against STATE-WIDE ENVIRONMENTAL BUILDERS, INC. or DANRAY HOMES, INC. may be continued as if the merger did not occur or DANRAY HOMES, INC. may be substituted in such proceedings for STATE-WIDE ENVIRONMENTAL BUILDERS, INC.

4. The manner and basis of converting the shares of STATE-WIDE ENVIRONMENTAL BUILDERS, INC. and DANRAY HOMES, INC. into shares of DANRAY HOMES, INC. is as follows:

a. At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of DANRAY HOMES, INC. issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of STATE-WIDE ENVIRONMENTAL BUILDERS, INC. issued and outstanding shall be converted into One (1) share of common stock, One Dollar (\$1.00) par value, of DANRAY HOMES, INC. The total consideration that the shareholders of STATE-WIDE ENVIRONMENTAL BUILDERS, INC. shall receive for the One Thousand (1,000) shares of outstanding One Dollar (\$1.00) par value common stock of STATE-WIDE ENVIRONMENTAL BUILDERS, INC. shall be One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock of DANRAY HOMES, INC.

5. The Articles of Incorporation of DANRAY HOMES, INC. in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of DANRAY HOMES, INC.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the directors and shareholders of each corporation by written consents dated as of the August 20, 1998.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the 20th day of August, 1998.

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DATED this 20th day of August, 1998.

STATE-WIDE ENVIRONMENTAL BUILDERS, INC.

By: [Signature]
DAN R. HALLAUER, President

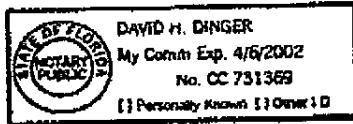
DANRAY HOMES, INC.

By: [Signature]
DAN R. HALLAUER, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20th day of AUGUST, 1998, by DAN R. HALLAUER as President of STATE-WIDE ENVIRONMENTAL BUILDERS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or produced A FLORIDA LICENSE as identification. #460-176-47-041-0

2/01/99



[Signature]
Notary Public

Print Name: DAVE H. DINGER

My Commission Expires: 4/6/02

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2nd day of AUGUST, 1998, by DAN R. HALLAUER as President of DANRAY HOMES, INC., a

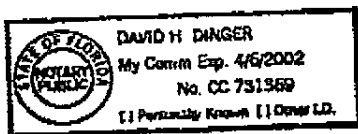
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Florida corporation, on behalf of the corporation. He is personally known to me or
produced A FLORIDA LICENSE as identification. 4460-176-47-071-0 2/01/99



David H. Danger
Notary Public

Print Name: DAVE H. DANGER

My Commission Expires: 4/6/02

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