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P94000045575



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December 28, 1999

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: Articles of Merger - Lee Squared, Inc. and Leemyer Masonry, Inc.

Dear Sir/Madam:

Enclosed please find an original and executed copy of Articles of Merger of Lee Squared, Inc. and Leemyer Masonry, Inc. together with our check in the amount of \$70.00 for the filing fee.

I would appreciate your returning to this office a copy of the filed document and receipt at your earliest convenience. Thank you for your attention to this matter.

If you have any questions, please feel free to contact me.

Very truly yours,

WILKINS, FROHLICH, JONES,
HEVIA, RUSSELL & SUTTER, P.A.

W. Kevin Russell

W. Kevin Russell

*merger
1-13-00
BMS*

WKR:nle
Enclosures

FILED
00 JAN -3 PM 4:30
TALLAHASSEE, FLORIDA

FILED
00 JAN -3 PM 4:30
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LEEMYER MASONRY, INC., a Florida corporation, P98000032356

INTO

LEE SQUARED, INC., a Florida entity, P94000045575.

File date: January 3, 2000

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF
LEE SQUARED, INC., A FLORIDA CORPORATION,
AND
LEEMYER MASONRY, INC., A FLORIDA CORPORATION**

FILED
00 JAN -3 PM 4:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

1) LEEMYER MASONRY, INC., a Florida corporation ("LEEMYER"), shall be merged with and into LEE SQUARED, INC., a Florida corporation ("LEE SQUARED"), which shall be the surviving corporation.

2) The merger shall become effective as of 12:01 A.M. on January 1, 2000 (the "Effective Time").

3) The Agreement and Plan of Merger dated Dec 30, 1999, pursuant to which LEEMYER shall be merged with and into LEE SQUARED (the "Merger"), was unanimously adopted by the shareholders of LEEMYER by resolutions adopted on December 15, 1999, and by the shareholders of LEE SQUARED by resolutions adopted December 15, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of LEEMYER and LEE SQUARED by their authorized officers as of Dec 30
1999.

LEEMYER MASONRY, INC.

By: Jeffrey T. McMaster - Pres.
Jeffrey T. McMaster, President

By: Peggy H. McMaster
Peggy H. McMaster, Secretary

LEE SQUARED, INC.

By: Peggy H. McMaster
Peggy H. McMaster, President

By: Tricia S. Murray
Tricia S. Murray, Secretary

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 30th day of Dec, 1999, by JEFFREY T. McMASTER, who acknowledged to me that he is the President of Leemyer Masonry, Inc., a Florida corporation, and that he executed the foregoing Articles of Merger as President of the Corporation.

W. Kevin Russell
(Signature of Notary Public - State of Florida)

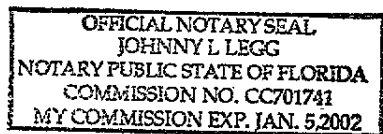
W. Kevin Russell
(Printed Name of Notary Public)

Personally Known _____ OR Produced Identification ✓

Type of Identification Produced: Florida Drivers License

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 30th day of December, 1999 by PEGGY H. McMASTER, who acknowledged to me that she is the Secretary of Leemyer Masonry, Inc., a Florida corporation, and that she executed the foregoing Articles of Merger as Secretary of the Corporation.



Johnny Legg
(Signature of Notary Public - State of Florida)

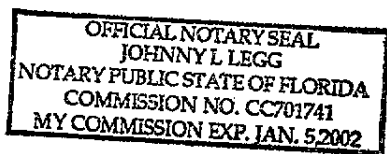
Johnny L. Legg
(Printed Name of Notary Public)

Personally Known _____ OR Produced Identification ✓

Type of Identification Produced: FDL M252-677 51-837-0

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 30th day of December, 1999, by PEGGY H. McMASTER, who acknowledged to me that she is the President of Lee Squared, Inc., a Florida corporation, and that she executed the foregoing Articles of Merger as President of the Corporation.



Johnny L. Legg
(Signature of Notary Public - State of Florida)

Johnny L. Legg
(Printed Name of Notary Public)

Personally Known _____ OR Produced Identification ✓

Type of Identification Produced: FDL M252-677-51-837-0

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 30 day of Dec, 1999, by TRICIA S. MURRAY, who acknowledged to me that she is the Secretary of Lee Squared, Inc., a Florida corporation, and that she executed the foregoing Articles of Merger as Secretary of the Corporation.

W. Kevin Russell
(Signature of Notary Public - State of Florida)

W. Kevin Russell
(Printed Name of Notary Public)

Personally Known ✓ OR Produced Identification _____

Type of Identification Produced: _____

**PLAN OF MERGER
LEE SQUARED, INC./LEEMYER MASONRY, INC.**

Plan of merger dated Dec 30, 1999, between LEE SQUARED, INC., referred to as the surviving corporation, and LEEMYER MASONRY, INC., referred to as the absorbed corporation.

STIPULATIONS:

A. LEE SQUARED, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 10381 Tamiami Trail, Punta Gorda, Florida 33950.

B. LEE SQUARED, INC. has 5,000 authorized shares of \$1.00 par value common stock, of which 300 shares are issued and outstanding.

C. LEEMYER MASONRY, INC. is a corporation organized and existing under the laws of the State of Florida; with its principal office at 1038 Tamiami Trail, Punta Gorda, Florida 33950.

D. LEEMYER MASONRY, INC. has 5,000 authorized shares of \$1.00 par value common stock of which 350 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that LEE SQUARED, INC. be merged into LEEMYER MASONRY, INC. pursuant to the provisions of Section 607.1101 et seq. Of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. LEEMYER MASONRY, INC. shall merge with and into LEE SQUARED, INC., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

a) Each share of the \$1.00 common stock of LEEMYER MASONRY, INC. issued and outstanding on the effective date of the merger shall be converted into .4 shares of the \$1.00 common stock of LEE SQUARED, INC., which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The Articles of Incorporation of the surviving corporation, LEE SQUARED, INC., shall continue to be its Articles of Incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation, LEE SQUARED, INC., shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation, LEE SQUARED, INC., on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified and HOWARD C. MYERS shall become a Vice President of the surviving corporation as of the effective date of the merger.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporation may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 31, 1999, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State on or about January 1, 2000.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

- a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before January 1, 2000; or
- b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Signed and delivered in presence of:

Michelle L. Voeks

LEE SQUARED, INC.

Johnny Koff

By: Peggy H. McMaster

Attest/Corporate Seal

By: Jucia S. Murray
Secretary/Treasurer
Lee Squared, Inc.

W. Kevin Furdell

LEEMYER MASONRY, INC.

Jucia S. Murray

By: Jeffrey T. McMaster - Pres.

Attest/Corporate Seal

By: Peggy H. McMaster
Secretary/Treasurer
Leemyer Masonry, Inc.