

P94000052192

ARTICLES OF MERGER
Merger Sheet

MERGING:

KMC DIVERSIFIED HOLDINGS, INC., a Florida corporation, document number
P94000048530

INTO

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

File date: January 7, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50



THE UNITED STATES
CORPORATION
COMPANY

P9400005292

ACCOUNT NO. : 072100000032

REFERENCE : 212864 106189A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 122.50

FILED
97 JAN - 7 PM 3:46
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : January 7, 1997

ORDER TIME : 11:06 AM

ORDER NO. : 212864-005

CUSTOMER NO: 106189A

200002049062--7

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

ARTICLES OF MERGER

KMC DIVERSIFIED HOLDINGS, INC.

INTO

UNLIMITED BUILDERS &
DEVELOPERS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: W. Charles Earnest
EXAMINER'S INITIALS:

RECEIVED
97 JAN - 7 PM 12:10
DIVISION OF CORPORATION

[Handwritten signature]

ARTICLES OF MERGER OF
KMC DIVERSIFIED HOLDINGS, INC., a Florida corporation
INTO
UNLIMITED BUILDERS & DEVELOPERS, INC., a Florida corporation

FILED
97 JAN -7 PM 3:46
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

(a) KMC Diversified Holdings, Inc., a Florida corporation

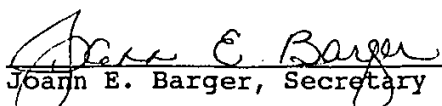
(b) Unlimited Builders & Developers, Inc., a Florida corporation, which shall be the surviving corporation.

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

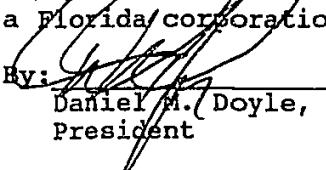
3. The Plan and Agreement of Merger was adopted by all of the shareholders of KMC Diversified Holdings, Inc. on December 27, 1996 and by all of the shareholders of Unlimited Builders & Developers, Inc. on December 27, 1996.

IN WITNESS WHEREOF, the President and Secretary of KMC Diversified Holdings, Inc. and the President and Secretary of Unlimited Builders & Developers, Inc. have executed these Articles this 6TH day of January, 1997.

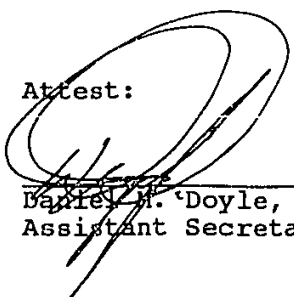
Attest:


Joann E. Barger, Secretary

KMC DIVERSIFIED HOLDINGS, INC.,
a Florida corporation

By: 
Daniel M. Doyle, Jr.,
President

Attest:


Daniel M. Doyle, Jr.,
Assistant Secretary

UNLIMITED BUILDERS & DEVELOPERS,
INC., a Florida corporation

By: 
Joann E. Barger, President

STATE OF FLORIDA
COUNTY OF PINELLAS

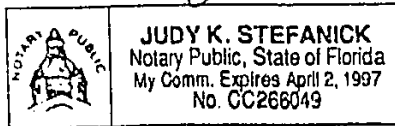
The foregoing instrument was acknowledged before me this 6TH day of January, 1997 by Daniel M. Doyle, Jr., President of KMC Diversified Holdings, Inc., a Florida corporation and Assistant

Secretary of Unlimited Builders & Developers, Inc., a Florida corporation, who is personally known to me.

Judy K. Stefanick
Notary Public

My Commission Expires:

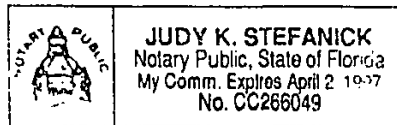
STATE OF FLORIDA
COUNTY OF PINELLAS



The foregoing instrument was acknowledged before me this 6TH day of January, 1997 by Joann E. Barger, President of Unlimited Builders & Developers, Inc., a Florida corporation and Secretary of KMC Diversified Holdings, Inc., a Florida corporation, who is personally known to me.

Judy K. Stefanick
Notary Public

My Commission Expires:



PLAN AND AGREEMENT OF MERGER OF KMC DIVERSIFIED
HOLDINGS, INC., A FLORIDA CORPORATION, INTO
UNLIMITED BUILDERS & DEVELOPERS, INC., A FLORIDA CORPORATION

AGREEMENT OF MERGER, made this 27th day of December, 1996, between KMC DIVERSIFIED HOLDINGS, INC., a Florida corporation (the "Parent Corporation"), and UNLIMITED BUILDERS & DEVELOPERS, INC., a Florida corporation (the "Subsidiary Corporation").

WHEREAS, the Parent Corporation has authorized capital stock consisting of 7,500 shares of common stock, par value \$1.00 per share, of which 200 shares are issued and outstanding; and

WHEREAS, the Subsidiary Corporation has authorized capital stock consisting of 7,500 shares of common stock, par value \$1.00 per share, of which 100 shares are issued and outstanding in favor of the Parent Corporation; and

WHEREAS, the Board of Directors of the Subsidiary Corporation and the Parent Corporation deem it advisable and in the best interests of the corporations and their stockholders that the Parent Corporation be merged into the Subsidiary Corporation, and the corporations desire that they so merge pursuant to the laws of the State of Florida and in such a manner so as to qualify as a tax free reorganization under Internal Revenue Code Section 368(a)(1)(A);

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements set forth in this instrument, and for the purposes of setting forth the terms and conditions of the plan of merger, the parties hereto agree as follows:

1. MERGER. The Parent Corporation shall be and is hereby merged into the Subsidiary Corporation.

2. EFFECTIVE DATE. This plan of merger shall become effective upon the commencement of business on January 2, 1997 for the calendar year 1997, hereinafter called the Effective Date.

3. SUBSIDIARY CORPORATION. Upon the Effective Date of the merger, the Parent Corporation shall merge into and become a part of the Subsidiary Corporation which shall survive the merger and the name of which shall be UNLIMITED BUILDERS & DEVELOPERS, INC., and the separate existence of the Parent Corporation shall thereupon cease.

4. STOCK. The authorized capital stock of the Subsidiary Corporation following the Effective Date shall be 7,500 shares of common stock, par value \$1.00 per share.

5. ARTICLES OF INCORPORATION AND BY-LAWS OF SUBSIDIARY CORPORATION. The Articles of Incorporation of the Subsidiary Corporation, and the By-Laws of the Subsidiary Corporation, as they

exist on the Effective Date of the merger, shall continue to be the Articles of Incorporation and By-Laws, respectively, of the Subsidiary Corporation upon and after the Effective Date of the merger until changed or amended in accordance with the terms thereof.

6. BOARD OF DIRECTORS AND OFFICERS. All members of the Board of Directors and all of the officers of the Subsidiary Corporation on the Effective Date of the merger shall be and continue as directors and officers, respectively, of the Subsidiary Corporation after such date, to hold office for the same term and upon the same conditions as heretofore existed between each of them, respectively, and the Subsidiary Corporation.

7. CONVERSION OF OUTSTANDING STOCK. Upon the Effective Date, all of the issued and outstanding shares of common stock of the Parent Corporation shall be exchanged for all of the issued and outstanding stock in the Subsidiary Corporation, and thereupon the shares in the Parent Corporation shall be cancelled.

8. RIGHTS AND LIABILITIES OF THE SUBSIDIARY CORPORATION. At and after the Effective Date of the merger, the Subsidiary 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 the Parent Corporation on whatever accounts shall be vested in the Subsidiary Corporation; all claims, demands, property, rights, privileges, powers and franchises of every interest of either of the parties hereto shall be as affectively the property of the Subsidiary Corporation as they were of the respective parties hereto; that title to any real estate vested by deed or otherwise in the Parent Corporation shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Subsidiary 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 Date of the merger; all debts, liabilities and duties of the respective parties hereto shall thenceforth attach to the Subsidiary Corporation and may enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Subsidiary 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. PLAN OF REORGANIZATION. This Agreement of Merger constitutes a plan of reorganization intended to be carried out in the manner so as to qualify as a tax free reorganization under Internal Revenue Code Section 368(a)(1)(A).

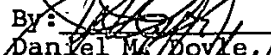
IN WITNESS WHEREOF, KMC Diversified Holdings, Inc. and Unlimited Builders & Developers, Inc. have caused this Plan of


Merger to be signed in their corporate names by their respective Presidents and their respective Secretaries, with the seals of the corporations, 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:


Joann E. Barger, Secretary

KMC DIVERSIFIED HOLDINGS, INC.,
a Florida corporation

By: 
Daniel M. Doyle, Jr., President


Daniel M. Doyle, Jr., Director
Shareholder

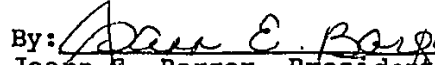

Joann E. Barger, Director and
Shareholder

ALL OF THE DIRECTORS AND SHAREHOLDERS OF
KMC DIVERSIFIED HOLDINGS, INC.

Attest:



Daniel M. Doyle, Jr.,
Assistant Secretary

UNLIMITED BUILDERS & DEVELOPERS,
INC., a Florida corporation

By: 
Joann E. Barger, President


Joann E. Barger, Sole Director

KMC DIVERSIFIED HOLDINGS, INC.,
a Florida corporation

By: 
Daniel M. Doyle, Jr., President
Sole Shareholder

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