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MERGER OR SHARE EXCHANGE

ROAD-RUNNER HIGHWAY SIGNS, INC.

Certificate of Status	0
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Merger
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**ARTICLES OF MERGER OF CENTER-LINE ROAD STRIPING, INC. WITH
AND INTO ROAD-RUNNER HIGHWAY SIGNS, INC.**

The undersigned domestic corporations do hereby execute the following Articles of Merger pursuant to the laws of the State of Florida for the purpose of merging Center-Line Road Striping, Inc., a Florida corporation, with and into Road-Runner Highway Signs, Inc., a Florida corporation.

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

Name of Corporation

State of Corporation

Center-Line Road Striping, Inc.

Florida

Road-Runner Highway Signs, Inc.

Florida

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2. The name, which the Surviving Corporation is to have after the Merger, will be Road-Runner Highway Signs, Inc.
3. This merger is permitted under the laws of the State of Florida. Center-Line Road Striping, Inc. and Road-Runner Highway Signs, Inc., have complied with the applicable provisions of the laws of the State of Florida.
4. The AGREEMENT AND PLAN OF MERGER OF CENTER-LINE ROAD STRIPING, INC. WITH AND INTO ROAD-RUNNER HIGHWAY SIGNS, INC. (the "AGREEMENT AND PLAN OF MERGER") is set forth in Exhibit 1 attached hereto and incorporated herein by reference.
5. The Board of Directors of Road-Runner Highway Signs, Inc., the Surviving Corporation in the merger, approved and adopted the Agreement and Plan of Merger by written consent on December 31, 2006, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of Center-Line Road Striping, Inc. approved and adopted the Agreement and Plan of Merger by written consent on December 30, 2006, and directed that such document be submitted to a vote of its shareholders. The shareholders of Road-Runner Highway Signs, Inc. and Center-Line Road Striping, Inc. respectively, duly approved and adopted the Agreement and Plan of Merger by written consent on December 31, 2006, in the manner prescribed by law.
6. The number of shares outstanding and the number of shares of each corporation entitled to vote on the Agreement and Plan of Merger were as follows:

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<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
Center-Line Road Striping, Inc.	90 shares of common stock	90
Road-Runner Highway Signs, Inc.	36,000 shares of common stock	36,000

There were no shares of Center-Line Road Striping, Inc. or Road-Runner Highway Signs, Inc. entitled to vote as a class.

7. The number of shares voted for and against the approval and adoption of the Agreement and Plan of Merger were as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
Center-Line Road Striping, Inc.	90	None
Road-Runner Highway Signs, Inc.	36,000	None

8. The Charter of Road-Runner Highway Signs, Inc. will not be amended in conjunction with the merger.
9. These Articles of Merger, and the Agreement and Plan of Merger incorporated herein by reference, shall be effective at 11:30 p.m., on December 31, 2006 pursuant to the laws of the State of Florida, and the Merger therein contemplated shall be deemed to be completed and consummated at said time.

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IN WITNESS WHEREOF, these Articles of Merger have been signed by the President and Secretary of CENTER-LINE ROAD STRIPING, INC. and by the President and Secretary of ROAD-RUNNER HIGHWAY SIGNS, INC. each thereunto duly authorized, as the 31st day of December, 2006.



CENTER-LINE ROAD STRIPING, INC.

By: Title: President

{CORPORATE SEAL}

ATTEST:

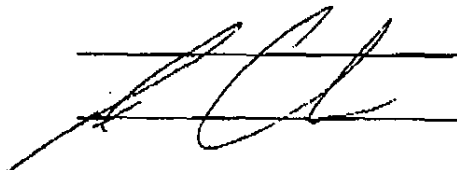

CAROL DELAGANZA, Secretary

ROAD-RUNNER HIGHWAY SIGNS, INC.

By: Title: President

{CORPORATE SEAL}

ATTEST:


_____, Secretary

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AGREEMENT AND PLAN OF MERGER OF CENTER-LINE ROAD STRIPING, INC. WITH AND INTO ROAD-RUNNER HIGHWAY SIGNS, INC.

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of December 31, 2006, by and between Center-Line Road Striping, Inc., a corporation organized and existing under the laws of the State of Florida (Center-Line Road Striping, Inc. being hereinafter sometimes referred to as the "Merging Corporation") and Road-Runner Highway Signs, Inc. a corporation organized and existing under the laws of the State of Florida (Road-Runner Highway Signs, Inc. being hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations."

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that Center-Line Road Striping, Inc. merge with and into Road-Runner Highway Signs, Inc., with Road-Runner Highway Signs, Inc. being the Surviving Corporation, under and pursuant to the laws of the State of Florida and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

ARTICLE I MERGER

1.1 Center-Line Road Striping, Inc. shall be merged with and into Road-Runner Highway Signs, Inc. in accordance with the laws of the State of Florida. The separate corporate existence of Center-Line Road Striping, Inc. shall thereby cease, and Road-Runner Highway Signs, Inc. shall be the Surviving Corporation.

1.2 The name which the Surviving Corporation is to have after the merger shall be Road-Runner Highway Signs, Inc.

1.3 At the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal, and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the

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Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Florida and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this Merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights, immunities, and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger.

ARTICLE II TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The Merger shall become effective at 11:30 p.m., on December 31, 2006 pursuant to the laws of the State of Florida. The time and date of such effectiveness is referred to in this agreement as the "Effective Time."

2.2 Prior to the Effective Time the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignments, or other documents or any other further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers or directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purpose of this Agreement and Plan.

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ARTICLE III CHARTER AND BYLAWS; DIRECTORS AND OFFICERS

3.1 The Articles of Incorporation of Road-Runner Highway Signs, Inc., as in effect immediately prior to the Effective Time shall, after the Merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the Merger.

3.2 The Bylaws of Road-Runner Highway Signs, Inc., as in effect immediately prior to the Effective Time, shall, after the Merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the Merger.

3.3 The persons who are the Directors and Officers of Road-Runner Highway Signs, Inc. immediately prior to the Effective Time shall, after the Merger, continue as the Directors and Officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV CONVERSION OF SHARES

4.1 The Surviving Corporation has presently issued and outstanding Thirty-six Thousand (36,000) shares of \$.01 par value common stock, which shares of common stock are the only outstanding shares of the Surviving Corporation.

4.2 The Merging Corporation presently has issued and outstanding ninety (90) shares of \$1.00 par value common stock.

4.3 At the Effective Time, each issued and outstanding share of Center-Line Road Striping, Inc. common stock shall be converted into Road-Runner Highway Signs, Inc. stock. Additional stock shall be issued so that the ownership of the stock in Road-Runner Highway Signs, Inc. shall be as follows:

Carol DeLaGarza and Joseph DeLaGarza, as tenants by the entireties – 42,700
John Michael Maul – 2,669
Steven Bradley Strayer – 2,669
William Whittpen Strayer – 2,669
Michael Owen DeLaGarza – 2,669

After the Effective Time, each holder of an outstanding certificate or certificates theretofore representing shares of Center-Line Road Striping, Inc. may, but shall not be

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required to, surrender the same to the Surviving Corporation for cancellation or transfer. No other cash, shares, securities or obligations will be distributed or issued upon conversion of Center-Line Road Striping, Inc. common stock.

ARTICLE V MISCELLANEOUS

5.1 Notwithstanding anything herein to the contrary, the Board of Directors of either of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with Secretary of State of Florida of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable, and in the best interests of the Constituent Corporation. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the Constituent Corporations or its Directors, Officers, or Shareholders in respect of this Agreement and Plan.

5.2 The shareholders of Center-Line Road Striping, Inc. and Road-Runner Highway Signs, Inc. dissenting to the Agreement and Plan shall be entitled, pursuant to the laws of the State of Florida, to be paid the fair value of their shares upon compliance with such statutory section.

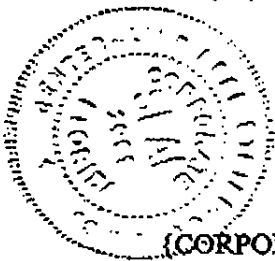
5.3 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions, or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.

CENTER-LINE ROAD STRIPING, INC.

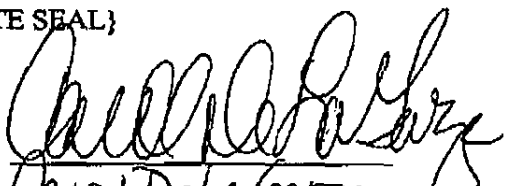
By: 

Title: President



{CORPORATE SEAL}

ATTEST:


Carol Delacruz, Secretary

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ROAD RUNNER HIGHWAY SIGNS, INC.

By:

Title:

William R. Lutz
President

{CORPORATE SEAL}
ATTEST:

[Signature]

Secretary