

P9500041566

KEVIN P. MARKEY, P.A.
Attorney at Law

15 E. Merritt Island Causeway
Rancett Bank Building, Suite 307
Merritt Island, FL 32952
(407) 453-0547

Mailing Address:
Post Office Box 341081
Merritt Island, FL 32954-1081
(407) 453-0938 (telecopier)

May 18, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700001496967
-05/23/95 -01031 -020
****122.50 ****122.50

RE: Articles of Incorporation for
Sandent Construction Corp.
File No. 95-0271

Dear Sir or Madam:

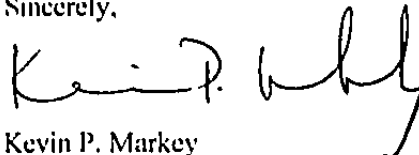
Please find enclosed our firm check in the amount of \$122.50 to cover the necessary filing fees as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Designation Registered Agent	<u>35.00</u>
	\$122.50

Please return the certified copy to the undersigned in the envelope provided.

Thank you for your attention and courtesy in filing these Articles. Should you have any questions in regard to this filing, please do not hesitate to call me.

Sincerely,


Kevin P. Markey

KPM/gm
Enclosures
cc: Client

SDC

**ARTICLES OF INCORPORATION
OF
SANDENT CONSTRUCTION CORP.**

ARTICLE I - NAME

The name of this corporation is SANDENT CONSTRUCTION CORP., located at
West Point Drive, Cocoa Beach, FL 32931.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of
these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To
manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles
and property of all kinds and to render services of all kinds, and to engage in any lawful act
or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$0.10 par
value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of
directors, and for all other purposes, shall be vested exclusively in the holders of the
outstanding common shares.

FILED
JAN 22 1987
TALLAHASSEE
FLORIDA
DEPARTMENT OF STATE

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 15 East Merritt Island Causeway, Suite 307, Merritt Island, FL 32952, and the name of the initial registered agent of this corporation at that address is Kevin P. Markey, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws or agreement, but shall never be less than one. The names and addresses of the initial directors of SANDENT CONSTRUCTION CORP., are:

<u>NAME</u>	<u>ADDRESS</u>
James Lent	4 West Point Drive Cocoa Beach, FL 32931
Sandra Lent	4 West Point Drive Cocoa Beach, FL 32931

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
James Lent	4 West Point Drive Cocoa Beach, FL 32931

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of May, 1995.

James L. Leno

James H. Leno

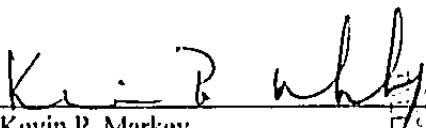
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that SANDENT CONSTRUCTION CORP., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Cocoa Beach, County of Brevard, State of Florida, has named Kevin P. Markey, located at 15 East Merritt Island Causeway, Suite 307, Merritt Island, FL 32952, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Kevin P. Markey

FILED
JUN 22 AM 8:27
CLERK OF STATE
TALLAHASSEE FLORIDA

P95000041566

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

8/18/95
 [Handwritten initials and signatures]

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>NLC</u>	_____	_____	_____

WALK-IN Will Pick Up 8-18 1200

RE: Student Construction

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File <u>merger</u>		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

FEE.....	\$ 95
DISBURSED.....	\$ 00
SURCHARGE.....	\$ 00
TAX on corporate supplies.....	\$ 00
SUBTOTAL.....	\$ 95
PREPAID.....	\$ 00
BALANCE DUE.....	\$ 95

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED
 95 AUG 18 PM 2:17
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

P95000041566



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

SANDENT CONSTRUCTION, INC., a New York corporation not authorized to
transact business in Florida

INTO

SANDENT CONSTRUCTION CORP., a Florida corporation, P95000041566

File date: August 18, 1995

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER
OF SANDENT CONSTRUCTION CORP.,
A FLORIDA CORPORATION,
WITH SANDENT CONSTRUCTION, INC.,
A NEW YORK CORPORATION**

FILED
95 AUG 18 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between Sandent Construction Corp., a Florida corporation ("Survivor"), and Sandent Construction, Inc., a New York corporation ("Sandent").

Pursuant to §607.1105 of the *Florida Business Corporation Act* (the "Act"), Survivor and Sandent adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated July 14, 1995 ("Plan of Merger"), between Survivor and Sandent was approved and adopted by the shareholders of Survivor pursuant to a unanimous written consent in lieu of meeting, a true and correct copy of which is attached hereto as Exhibit "A", on July 14, 1995, and was approved and adopted by the Board of Directors of Sandent pursuant to a unanimous written consent in lieu of meeting, a true and correct copy of which is attached hereto as Exhibit "B", on July 14, 1995.

2. Pursuant to the Agreement and Plan of Merger, all issued and outstanding shares of Sandent's stock will be acquired by means of a merger of Sandent with Survivor, the surviving Florida corporation. All shareholders of Sandent will immediately receive a like number of shares of common stock in Survivor.

3. The Agreement and Plan of Merger is attached as Exhibit "C" and incorporated herein by reference as if fully set forth.

4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 11 day of JULY, 1995.

SANDENT CONSTRUCTION CORP.
A Florida Corporation

Attest:

James H. Lent
James Lent, Secretary (Seal)

By:

Sandra Lent
Sandra Lent, President

"Survivor"

SANDENT CONSTRUCTION, INC.
A New York Corporation

Attest:

Sandra Lent
Secretary (Seal)

By:

Sandra Lent
Sandra Lent, President

"Sandent"

c:\articles\sandent\art-merg.doc
7/5/95

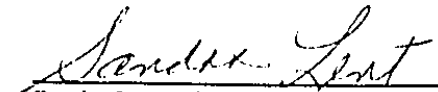
**UNANIMOUS CONSENT OF
THE SHAREHOLDERS OF
SANDENT CONSTRUCTION CORP.
A FLORIDA CORPORATION**

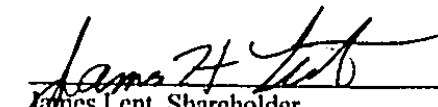
The undersigned, being all of the shareholders of Sandent Construction Corp., a Florida corporation (the "Corporation"), hereby unanimously consent to the adoption of the following resolutions as though such were adopted at a duly noticed special meeting of shareholders, waiving all formal requirements, including the necessity of holding formal or informal meeting and any requirement that notice be given.

RESOLVED, that the Corporation merge with Sandent Construction, Inc., a New York corporation, pursuant to the Agreement and Plan of Merger, a copy of which is attached to this consent such that after said merger, the Corporation shall be the surviving entity; and

FURTHER RESOLVED, that the Agreement and Plan of Merger is approved and adopted.

IN WITNESS WHEREOF, the undersigned, constituting all of the shareholders of the Corporation, have executed this written consent on JULY 14, 1995.


Sandra Lent, Shareholder


James H. Lent, Shareholder

**UNANIMOUS CONSENT OF
THE BOARD OF DIRECTORS OF
SANDENT CONSTRUCTION CORP.
A FLORIDA CORPORATION**

The undersigned, being all of the Directors of Sandent Construction Corp., a Florida corporation (the "Corporation"), hereby unanimously agree, adopt, consent to, and order the adoption of the following resolutions pursuant to Section 607.0821 of the *Florida Business Corporation Act*:

The undersigned waive all formal requirements, including the necessity of holding formal or informal meeting and any requirement that notice be given.

WHEREAS, the corporation desires to consummate a Merger (the "Merger") with Sandent Construction, Inc. a New York corporation ("Sandent") in accordance with Section 607.1101 of the *Florida Business Corporation Act*; and

WHEREAS, the Corporation desires to effect said Merger on the terms and conditions set forth in the Agreement and Plan of Merger, the terms of which are incorporated herein by this reference; and

WHEREAS, it is the intent of the Corporation to carry on substantially all of the manner of business conducted by Sandent, having determined, however, that the business environment of Florida and certain other business opportunities in the State of Florida are more conducive to successful business operations.

NOW, THEREFORE, BE IT

RESOLVED, that the Board of Directors of the Corporation hereby determines that the merger of this Corporation with Sandent Construction, Inc., a New York corporation, upon the terms set forth in the Agreement and Plan of Merger submitted to this Board, a copy of which is attached hereto, is in the best interests of this Corporation and is recommended as acceptable to the Corporation's shareholders;

FURTHER RESOLVED, that the form and contents of the draft of the Agreement and Plan of Merger, to be entered into between this Corporation and Sandent, presented to this meeting is hereby approved and adopted; and

FURTHER RESOLVED, that the Chairman of the Board, the President, or any Vice President and the Secretary of this Corporation are authorized and directed in the name and on behalf of this Corporation to execute the Agreement and Plan of Merger in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as may be recommended by legal and tax counsel and as said officers may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, that upon due approval of the Agreement and Plan of Merger by the shareholders of this Corporation and by the shareholders of Sandent, that the proper officers of this Corporation be and hereby are authorized and directed to file Articles of Merger in the State of Florida, Articles of Merger in the State of New York, and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and

FURTHER RESOLVED, that the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions; and

FURTHER RESOLVED, that this Unanimous Consent be filed in this Corporation's minute books.

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Corporation, have unanimously caused this consent to be executed as of JULY 14, 1995.



Sandra Lent, Director



James Lent, Director

**SECRETARY'S CERTIFICATE OF UNANIMOUS CONSENT
OF THE BOARD OF DIRECTORS OF
SANDENT CONSTRUCTION CORP.
A FLORIDA CORPORATION**

The undersigned, being the duly appointed and authorized Secretary of Sandent Construction Corp., a Florida corporation (the "Corporation"), hereby certifies that the following actions and resolutions were duly and lawfully approved by unanimous consent in lieu of a meeting pursuant to Section 607.0821 of the *Florida Business Corporation Act*, as though such had been duly adopted at a meeting of the Board of Directors held for the purposes herein contemplated in accordance with the Corporation's Bylaws.

The entire membership of the Board consenting to the action:

Sandra Lent
James Lent

Along with the consent, the President of the Corporation presented an Agreement and Plan of Merger by and between the Corporation and Sandent Construction, Inc., a New York corporation, a copy of which is attached to this consent. After due consideration of the Agreement and Plan of Merger, the following resolutions are hereby unanimously adopted:

RESOLVED, that the Board of Directors of the Corporation hereby determines that the merger of this Corporation with Sandent Construction, Inc., a New York corporation, upon the terms set forth in the Agreement and Plan of Merger submitted to this Board, a copy of which is attached hereto finding that it, is in the best interests of this Corporation and is recommended as acceptable to the Corporation's shareholders;

FURTHER RESOLVED, that the form and contents of the draft of the Agreement and Plan of Merger, to be entered into between this Corporation and Sandent Construction, Inc., a New York corporation presented to this meeting is hereby approved and adopted; and

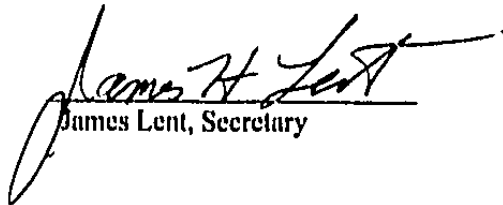
FURTHER RESOLVED, that the Chairman of the Board, the President, or any Vice President and the Secretary of this Corporation are authorized and directed in the name and on behalf of this Corporation to execute the Agreement and Plan of Merger in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as may be recommended by legal and tax counsel and as said officers may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, that upon due approval of the Agreement and Plan of Merger by the shareholders of this Corporation and by the shareholders of Sandent Construction, Inc., a New York corporation that the proper officers of this Corporation be

and hereby are authorized and directed to file Articles of Merger in the State of Florida, Articles of Merger in the State of New York, and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and

FURTHER RESOLVED, that the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions.

Dated: JULY 14, 1995.


James Lent, Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated July 14, 1995, by and between SANDENT CONSTRUCTION, INC., a New York corporation (hereinafter called "Oldco"), and SANDENT CONSTRUCTION CORP., a Florida corporation (hereinafter called "Newco").

WHEREAS, the Boards of Oldco and Newco have resolved that Oldco be merged, pursuant to Section 607.1101 *et seq.* of the *Business Corporation Act* of the State of Florida, and the *Business Corporation Law* of the State of New York, into a single corporation existing under the laws of the State of Florida, to wit, Newco, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of the United States; and,

WHEREAS, the authorized capital stock of Oldco consists of Two Hundred (200) shares of Common Stock with no par value per share (hereinafter called "Oldco Common Stock"), one hundred (100) shares of which are issued and outstanding; and,

WHEREAS, the authorized capital stock of Newco consists of Ten Thousand (10,000) shares of Common Stock with a par value of \$0.10 per share (hereinafter called "Newco Common Stock"), following which "merger" (as described hereafter) One Thousand (1000) shares of which will be issued and outstanding; and

WHEREAS, the respective Shareholders and Boards of Directors of Oldco and Newco have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the *Business Corporation Act* of the State of Florida and the *Business Corporation Law* of the State of New York that Oldco shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, Sandent Construction Corp., ("Newco"), which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. Shareholders' Meetings; Filings; Effects of Merger.

1.1 Oldco Shareholders' Consent. Oldco shall call for a written consent of action in lieu of a meeting of its shareholders in accordance with the *Business Corporation Law* of the State of New York at the earliest practicable date, to consider

and vote upon, among other matters, adoption of this Agreement. A true and correct copy of said consent shall be appended hereto as an exhibit upon its adoption.

1.2 Newco Shareholders' Consent. Newco shall call for a written consent of action in lieu of a meeting of its shareholders in accordance with the *Business Corporation Act* of the State of Florida at the earliest practicable date, to consider and vote upon, among other matters, adoption of this Agreement. A true and correct copy of said consent shall be appended hereto as an exhibit upon its adoption.

1.3 Filing of Articles and Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the shareholders of Oldco in accordance with the *Business Corporation Law* of the State of New York, (b) this Agreement has been adopted by the shareholders of Newco, in accordance with the *Business Corporation Act* of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been terminated or abandoned as permitted by the provisions hereof, then Articles and Certificate of Merger shall be filed and recorded in accordance with the *Business Corporation Act* of the State of Florida and all necessary documents shall be filed in accordance with the *Business Corporation Law* of the State of New York, and upon execution this Plan shall be deemed incorporated by reference into the Articles and Certificate of Merger as if fully set forth therein and shall become an exhibit to such Articles and Certificate. To the extent possible, such filings shall be made on the same day. The Merger shall become effective at 9:00 a.m. on the calendar day of such filing in Florida, which date and time are herein referred to as the "Effective Date".

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Oldco shall cease, and Oldco shall be merged into Newco which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Oldco; and all and singular, the rights, privileges, powers, and franchises of Oldco, and all property, real, personal, and mixed, and all debts due to Oldco on whatever account, as well for stock subscriptions and all other things in action or belonging to Oldco, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of Oldco, and the title to any real estate vested by deed or otherwise, under the laws of New York or Florida or any other jurisdiction, in Oldco, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Oldco shall be preserved unimpaired, and all debts, liabilities, and duties of Oldco shall thence forth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it, and as more particularly set forth in Section 607.1106 of the *Business Corporation Act* of the State of Florida.

It is the intention of Newco to maintain a continuity of business enterprise and to continue to utilize substantially all of the operating and other assets of Oldco as a result of the Merger, to wit: construction and improvement of real property.

1.5 Supplemental Action. At any time, or from time to time, after the Effective Date, the last acting officers of Oldco or the corresponding officers of the Surviving Corporation, may, in the name of Oldco, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of Oldco's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Articles of Incorporation; By-Laws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be **Sandent Construction Corp.**

2.2 Certificate of Incorporation. The Articles of Incorporation of Newco as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 By-Laws. The By-Laws of Newco, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of Oldco and the nature and amount of securities of Newco which the holders of shares of Oldco Common Stock are to receive in exchange for such shares are as follows:

3.1 Oldco Common Stock. Each one share of Oldco Common Stock shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Newco Common Stock, and outstanding certificates representing shares of Oldco Common Stock shall thereafter represent shares of Newco Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 Satisfaction of Rights of Oldco Shareholders. All issued and outstanding shares of Newco Common Stock into which shares of Oldco stock have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Miscellaneous.**

4.1 Termination of Agreement. This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of Oldeo, if the Board of Directors of Oldeo or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 Multiple Originals. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by the parties, all on the date first above written.

SANDENT CONSTRUCTION,
INC.

Sandra Lent
Sandra Lent, Secretary

By: Sandra Lent
Sandra Lent, President

(Seal)

"Oldco"

The foregoing instrument was acknowledged before me under oath this 14 day of JULY, 1995, by Sandra Lent, President and Secretary of SANDENT CONSTRUCTION, INC., a New York corporation, on behalf of the corporation, who further swore that set forth above is her true signature.

Kevin P. Markey
Notary Public/State of Florida at Large
Printed Name _____
My Commission Expires _____



OFFICIAL SEAL
KEVIN P. MARKEY
My Commission Expires
Aug. 3, 1996
Comm. No. CC 219493

SANDENT CONSTRUCTION
CORP.

James H. Lent
James Lent, Secretary
(Seal)

By: Sandra Lent
Sandra Lent, President

"Newco"

The foregoing instrument was acknowledged before me under oath this 14 day
of JULY, 1995, by Sandra Lent, President, and James Lent, Secretary of
SANDENT CONSTRUCTION CORP., a Florida corporation, on behalf of the
corporation, who further swore that set forth above are their true signatures.

14 WITNESS my hand and official seal in the State and County last aforesaid this
day of JULY, 1995.

AND WHO PRODUCED A
DRIVERS LICENSE AS PROOF
OF IDENTIFICATION

Kevin P. Markey
Notary Public/State of Florida at Large
Printed Name
My Commission Expires Aug. 3, 1996
OFFICIAL SEAL
KEVIN P. MARKEY
My Commission Expires
Aug. 3, 1996
Comm. No. CC 219493