

P95000055082

EMERSON AND EMERSON, P.A.

A LAWYER'S PROFESSIONAL ASSOCIATION

SUITE 202 P. O. Box 1675

849 7TH AVENUE SOUTH

NAPLES, FLORIDA 34106-1675

JOHN W. EMERSON
ADMITTED IN FLORIDA
AND TENNESSEE
RALPH W. EMERSON, (1932-1989)

TELEPHONE: (941) 261-5200

TELECOPIER: (941) 261-5201

FILED
98 MAR 2 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 27, 1998.

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*****70.00 *****70.00

Florida Secretary of State
Division of Corporations
The Capital
P. O Box 6327
Tallahassee, Fl 32314-6327

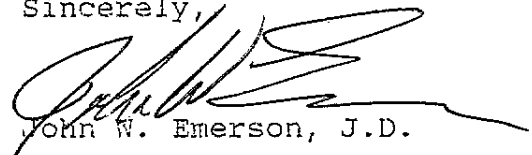
Re: Hass Electric Contractors, Inc.
a Florida Corporation
Articles of Merger

Dear Sir:

I am enclosing herewith for filing an original and one copy of the articles of merger of Hass Electric Contractors, Inc., an Ohio corporation, into Hass Electric Contractors, Inc., a Florida corporation, the surviving corporation, along with my check for the filing fee in the amount of \$70.00. Please return to the undersigned a certified copy of the articles of merger.

If there are any questions or further requirements, please advise.

Sincerely,


John W. Emerson, J.D.

JWE:cbe
encl.

VS MAR 6 1998

Merger & N/C

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HASS ELECTRIC CONTRACTORS, INC., a Ohio corporation not qualified to do
business in Florida

INTO

HASS ELECTRIC CONTRACTORS, INC. which changed its name to
HASS ELECTRIC, INC., a Florida corporation, P95000055082.

File date: March 2, 1998

Corporate Specialist: Velma Shepard

EMERSON AND EMERSON, P.A.

A LAWYER'S PROFESSIONAL ASSOCIATION

SUITE 202 P. O. Box 1675

849 7TH AVENUE SOUTH

NAPLES, FLORIDA 34106-1675

JOHN W. EMERSON

**ADMITTED IN FLORIDA
AND TENNESSEE**

RALPH W. EMERSON, (1932-1989)

TELEPHONE: (941) 261-5200

TELESCOPIER: (941) 261-5201

February 28, 1998

Florida Secretary of State
Division of Corporations
The Capital
P. O Box 6327
Tallahassee, Fl 32314-6327

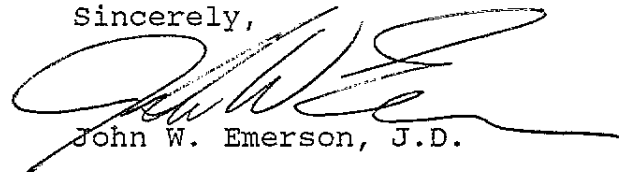
Re: Hass Electric Contractors, Inc.
a Florida Corporation
Articles of Merger

Dear Sir:

In reviewing the documents I mailed to you yesterday, I believe I failed to include page two of the plan of merger which was attached to the articles of merger of Hass Electric Contractors, Inc., an Ohio corporation, into Hass Electric Contractors, Inc., a Florida corporation, the surviving corporation. Would you please attach the pages prior to filing. I apologize for any inconvenience this may have caused.

If there are any questions or further requirements, please advise.

Sincerely,

A handwritten signature in dark ink, appearing to be 'John W. Emerson', written over a horizontal line.

John W. Emerson, J.D.

JWE:cbe
encl.

ARTICLES OF MERGER OF
DOMESTIC AND FOREIGN
CORPORATIONS
INTO
HASS ELECTRIC CONTRACTORS, INC., A FLORIDA CORPORATION

FILED
98 MAR 2 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of implementing the plan of merger adopted by the undersigned corporations, a copy of which is attached hereto as Exhibit A:

1. The names of the corporations which are parties to the within merger are HASS ELECTRIC CONTRACTORS, INC., a Ohio corporation, and HASS ELECTRIC CONTRACTORS, INC., a Florida corporation. The Florida corporation is the surviving corporation.

2. On February 17th, 1998 each of the corporations and their shareholder approved a plan of merger, a copy of which is attached hereto and incorporated herein, in the manner prescribed by the Florida Business Corporation Act and the laws of the State of Ohio.

3. The laws of the state of Ohio permit merger.

4. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the plan, are as follows: (1) the Ohio corporation being absorbed has one hundred shares issued and outstanding all of which are entitled to vote on the merger, and (2) the surviving Florida corporation has five hundred shares issued and outstanding all of which are

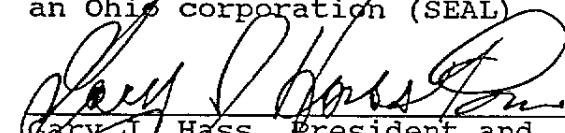
entitled to vote on the merger.

5. All of the shareholders of both corporations have agreed to, and voted in favor of, the plan of merger.

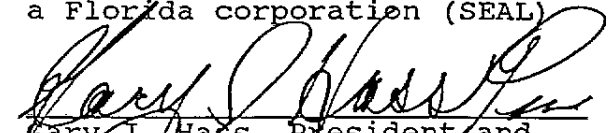
6. Upon this merger becoming effective pursuant to Florida law, the name of the surviving Florida corporation shall be changed to, and known as, HASS ELECTRIC, INC.

DATED this 17th day of February, 1998.

HASS ELECTRIC CONTRACTORS, INC.
an Ohio corporation (SEAL)


Gary J. Hass, President and
individually as sole shareholder

HASS ELECTRIC CONTRACTORS, INC.
a Florida corporation (SEAL)


Gary J. Hass, President and
individually as sole shareholder

ACKNOWLEDGEMENT

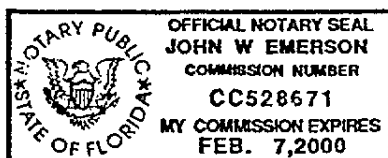
STATE OF FLORIDA

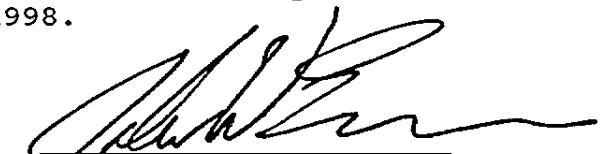
COUNTY OF COLLIER

I hereby certify that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgements, personally appeared Gary J. Hass to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state aforesaid this 17th day of February, 1998.

My commission expires:




Notary Public

PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER is made this 17th day of February 1998 by and between HASS ELECTRIC CONTRACTORS, INC., a Florida corporation, hereinafter sometimes referred to as the Florida corporation or SURVIVING CORPORATION, and HASS ELECTRIC CONTRACTORS, INC., an Ohio corporation, hereinafter sometimes referred to as the ABSORBED CORPORATION or the Ohio Corporation, with both corporations being sometimes hereinafter referred to as the "constituent corporations".

WHEREAS, the respective Boards of Directors of the constituent corporations, and their officers and shareholders, deem it advisable that the OHIO corporation (the absorbed corporation) be merged into the Florida corporation (the surviving corporation) under the laws of Florida in the manner provided therefor pursuant to F.S. 607.1101 et. seq.

NOW THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree, to merge upon the terms and conditions hereinafter stated.

WITNESSETH

1. Merger of the corporations. Upon the effective date (as defined in paragraph 4 below) the absorbing Ohio corporation shall be merged into the surviving Florida corporation after which the absorbed corporation shall cease to exist. The surviving corporation shall continue to exist, and shall be governed by the

laws of the State of Florida. The directors and officers of the Florida corporation shall continue as the directors and officers of the SURVIVING CORPORATION. The address of the registered office of the SURVIVING CORPORATION shall continue to be as set forth in its articles of incorporation to wit: 5866 10th Ave. SW, Naples, Collier County, Florida 34116,

2. **Certificate of Incorporation and Bylaws.** The Articles of Incorporation and by-laws of the SURVIVING CORPORATION shall remain the same until altered, amended or repealed in the manner prescribed by law, and the terms and provisions thereof are hereby incorporated into this agreement with the same force and effect as though set forth herein in full. The bylaws of the surviving corporation in effect on the effective date of this agreement shall continue to be the bylaws of the surviving corporation until altered, amended or repealed as provided herein.

3. **Status and Conversion of Shares.** Upon the effective date of this merger:

(a) The present number of shares which the absorbed corporation is authorized to issue is 500 shares of no par common stock of which 100 shares are now issued and outstanding.

(b) The present number of shares which the surviving corporation is authorized to issue is 500 shares with no par value of which 500 shares have been issued.

(c) The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this plan of merger is 5000 shares of common stock having

no par value.

(d) The outstanding shares of stock in the absorbed corporation shall be forthwith converted into one hundred shares of stock in the surviving corporation.

4. **Shareholders' and Board of Directors' Approval and Effective Date.** The boards of directors of the constituent corporations deem it desirable and to be in the best interests of the corporations and their shareholders that the absorbed Ohio corporation be merged into the surviving Florida corporation pursuant to the provisions of Sections 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.

5. **Directors of Surviving Corporation.** The present director of the surviving corporation shall continue as such until successors are duly elected or designated after the effective date of the merger.

6. **Agent of the Corporations.** Gary J. Hass, who resides at 5866 10th Ave. SW, Naples, Collier County, Florida 34116, which is the county in which the principal office of the surviving corporation is located, shall be and is hereby, appointed as the person on whom process, tax notices, and demands against the surviving or absorbed corporations may be served.

7. **Mode Of Effecting Merger.** The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving

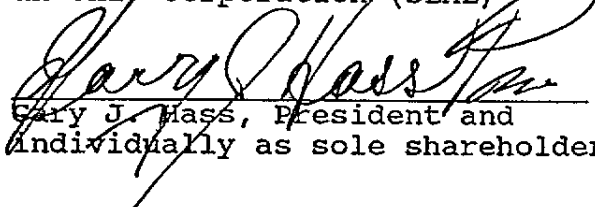
corporation, shall be set forth in the articles of merger as required by Florida Statute 607.1105 which shall be filed with the Florida Department of State.

8. Effective Date Of This Plan of Merger. This plan of merger shall take effect on the date of filing the Articles of Merger with the office of the Secretary of State of Florida.

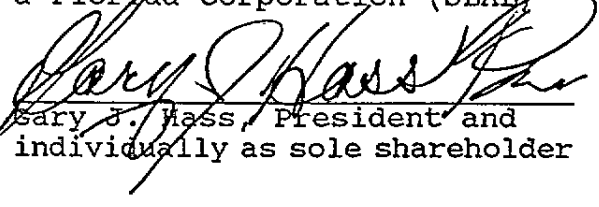
DATED this 17th day of February 1998.

IN WITNESS WHEREOF, the constitute corporations have agreed hereto as evidenced by the signatures below of their duly authorized officer, director and shareholder.

HASS ELECTRIC CONTRACTORS, INC.
an Ohio corporation (SEAL)


Gary J. Hass, President and
individually as sole shareholder

HASS ELECTRIC CONTRACTORS, INC.
a Florida corporation (SEAL)


Gary J. Hass, President and
individually as sole shareholder

ACKNOWLEDGEMENT

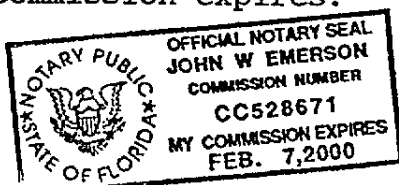
STATE OF FLORIDA

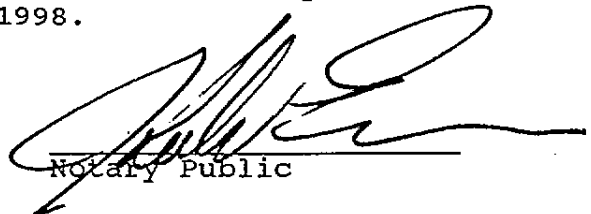
COUNTY OF COLLIER

I hereby certify that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgements, personally appeared Gary J. Hass to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state aforesaid this 17th day of February, 1998.

My commission expires:




Notary Public