

# P96000057567

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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

### CYPRESS REAL ESTATE SERVICES, INC.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WESTOWER CYPRESS ACQUISITION CORP., a Florida corporation, document  
number P98000107391

INTO

**CYPRESS REAL ESTATE SERVICES, INC.**, a Florida corporation,  
P96000057567

File date: January 27, 1999

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER  
OF  
WESTOWER CYPRESS ACQUISITION CORP.  
(A FLORIDA CORPORATION)  
INTO  
CYPRESS REAL ESTATE SERVICES, INC.  
(A FLORIDA CORPORATION)

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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging Westower Cypress Acquisition Corp., a Florida corporation, into Cypress Real Estate Services, Inc., a Florida corporation (the "Merger").

A. The Plan of Merger is as follows:

1. The Merger. The names of each corporation to be merged are Westower Cypress Acquisition Corp., a Florida corporation ("Sub"), and Cypress Real Estate Services, Inc., a Florida corporation ("Cypress"). Cypress shall be the surviving corporation (the "Surviving Corporation").

2. Conversion and Exchange of Stock. In the Merger each outstanding share of common stock of Cypress shall be converted into the immediate right to receive 15,151 shares of common stock, \$.01 par value ("Westower Stock"), of Westower Corporation, a Washington corporation ("Westower") and the right to receive additional shares of Westower Stock in the future subject to the terms and conditions contained in the Agreement and Plan of Merger dated as of December 29, 1998 among Westower, Sub, Cypress and the Shareholder of Cypress (the "Plan of Merger"). In the Merger, each outstanding share of Sub shall be converted into and become one share of common stock of the Surviving Corporation.

B. The effective time of the Merger shall be the date on which these Articles of Merger are filed with the Department of State of the State of Florida.

C. The Plan of Merger was adopted by the respective shareholders of Sub and Cypress on December 29, 1998.

Prepared by:  
Peter S. Sartorius, Esq.  
Morgan, Lewis & Bockius LLP  
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Philadelphia, PA 19103-2921  
(215) 963-5466

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TOTAL P.03

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Dated: December 31, 1998

WESTOWER CYPRESS ACQUISITION CORP.

By: 

Michael J. Anderson  
President

CYPRESS REAL ESTATE SERVICES, INC.

By: 

W. Scott Lloyd  
President

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