

P96000100045



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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Estimating + Construction Consultants Inc.

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RUSH

STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 OCT 19 PM 4: 37

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. COULLETTE OCT 20 1999

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 19 PM 5: 00

FILED

Ordered By: _____

Date: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ESTIMATING & CONSTRUCTION CONSULTANTS, INC., a New Jersey
corporation not qualified

INTO

J. MCGARVEY CONSTRUCTION COMPANY, INC., a Florida entity,
P96000100045.

File date: October 19, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
ESTIMATING & CONSTRUCTION CONSULTANTS, INC.
AND
J. MCGARVEY CONSTRUCTION COMPANY, INC.

FILED
99 OCT 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Estimating & Construction Consultants, Inc. ("ECC") with and into J. McGarvey Construction Company, Inc. ("JMCC").

SECOND: The merger of ECC with and into JMCC is permitted by the laws of the jurisdiction of organization of ECC and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of ECC was June 1, 1999.

THIRD: The shareholders of JMCC entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on June 1, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Executed on this 14th day of OCT, 1999.

**ESTIMATING & CONSTRUCTION
CONSULTANTS, INC.,** a New Jersey corporation

By: JSU McGarvey
Its: President

**J. MCGARVEY CONSTRUCTION COMPANY,
INC.,** a Florida corporation

By: JSU McGarvey
Its: President

PLAN OF MERGER adopted by Estimating & Construction Consultants, Inc. ("ECC"), a business corporation organized under the laws of the State of New Jersey, by resolution of its Board of Directors on June 1, 1999, and adopted by J. McGarvey Construction Company, Inc. ("JMCC"), a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on June 1, 1999.

The corporations planning to merge are ECC and JMCC. The surviving corporation into which ECC plans to merge is JMCC.

1. ECC and JMCC shall, pursuant to the provisions of the laws of the State of New Jersey and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, JMCC, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of ECC which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

**ACTION TAKEN WITHOUT MEETING
BY THE SHAREHOLDERS
AND DIRECTORS**

OF

**J. MCGARVEY CONSTRUCTION COMPANY, INC.,
a Florida Corporation**

Pursuant to all applicable laws permitting such action to be so taken, the undersigned, being all of the shareholders of record of all of the issued and outstanding capital stock of the corporation, and all of the presently qualified and acting directors of the corporation, do hereby consent in writing to the adoption of the following resolutions:

WHEREAS, the shareholders of J. McGarvey Construction Company, Inc., deem it to be advisable and in the best interests of J. McGarvey Construction Company, Inc. and its shareholders that Estimating & Construction Consultants, Inc., a New Jersey corporation, be merged into J. McGarvey Construction Company, Inc. and that J. McGarvey Construction Company, Inc. be the surviving corporation in such merger.


WHEREAS, the Board of Directors has been presented with a form of Agreement of Merger, pursuant to which this corporation is to be the surviving corporation in a merger of Estimating & Construction Consultants, Inc. with this corporation, and upon due consideration, the Board of Directors deem it to be advisable and in the best interests of this corporation and its shareholders that this corporation enter into that Agreement of Merger.

NOW, THEREFORE, BE IT RESOLVED: That the Agreement of Merger in the form attached hereto, and the merger of Estimating & Construction Consultants, Inc. with and into this corporation, in accordance with the terms and conditions set forth therein be, and they hereby are, approved by shareholders and the Board of Directors.

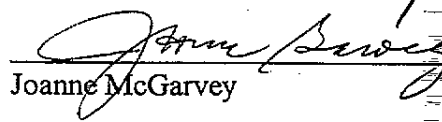
RESOLVED, FURTHER: That the officers of this corporation be, and they hereby are, authorized and directed by and on behalf of this corporation and in its name to execute and deliver the Agreement of Merger, and to take all such other action, and to execute, deliver, and file with all appropriate authorities all other documents, agreements, and certificates necessary or desirable to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Action Taken
Without Meeting as of the 1st day of June, 1999.

SHAREHOLDERS:




John McGarvey

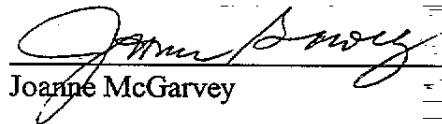


Joanne McGarvey

DIRECTORS:



John McGarvey



Joanne McGarvey

**ACTION TAKEN WITHOUT MEETING
BY THE SHAREHOLDERS
AND DIRECTORS**

OF

**ESTIMATING & CONSTRUCTION CONSULTANTS, INC.,
a New Jersey Corporation**

Pursuant to all applicable laws permitting such action to be so taken, the undersigned, being all of the shareholders of record of all of the issued and outstanding capital stock of the corporation, and all of the presently qualified and acting directors of the corporation, do hereby consent in writing to the adoption of the following resolutions:

WHEREAS, the shareholders of Estimating & Construction Consultants, Inc., deem it to be advisable and in the best interests of Estimating & Construction Consultants, Inc. and its shareholders that the corporation be merged into J. McGarvey Construction Company, Inc., a Florida corporation, and that the separate corporate existence of Estimating & Construction Consultants, Inc. be terminated.

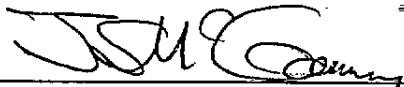
WHEREAS, the Board of Directors has been presented with a form of Agreement of Merger, pursuant to which this corporation is proposed to be merged into J. McGarvey Construction Company, Inc., and upon due consideration, the Board of Directors deem it to be advisable and in the best interests of this corporation and its shareholders that this corporation enter into that Agreement of Merger and be merged into J. McGarvey Construction Company, Inc.

NOW, THEREFORE, BE IT RESOLVED: That the Agreement of Merger in the form attached hereto, and the merger of this corporation with and into J. McGarvey Construction Company, Inc., a Florida corporation, in accordance with the terms and conditions set forth therein be, and they hereby are, approved by shareholders and the Board of Directors.

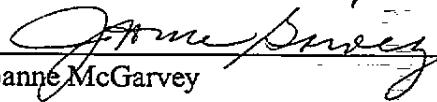
RESOLVED, FURTHER: That the officers of this corporation be, and they hereby are, authorized and directed by and on behalf of this corporation and in its name to execute and deliver the Agreement of Merger, and to take all such other action, and to execute, deliver, and file with all appropriate authorities all other documents, agreements, and certificates necessary or desirable to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Action Taken
Without Meeting as of the 1st day of June, 1999.

SHAREHOLDERS:




John McGarvey

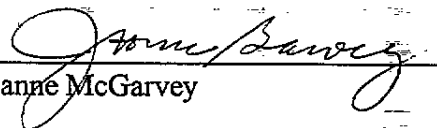


Joanne McGarvey

DIRECTORS:



John McGarvey



Joanne McGarvey