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CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Fleeman Builders Management,
Inc.

500003074635-3
-12/20/99-01046-005
*****35.00 *****35.00

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

✓ Art. of Amend. File photo

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

✓ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

99 DEC 20 PM 2:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 20 AM 10:08
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

S. PAYNE DEC 21 1999

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Amended
Articles of
merger &
plan

SECOND AMENDED ARTICLES AND PLAN OF MERGER

FILED

99 DEC 20 PM 2: 51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Second Amended Merger of
Fleeman Builders Management, Inc.
into
Gateway Business Centre Management, Inc.

The undersigned corporations, in accordance with the Florida Business Corporation Act, hereby adopt these Second Amended Articles and Plan of Merger to correct scrivener's errors contained in Sections 2.6(b)(1)(A); 2.6(b)(1)(B); 2.6(b)(2)(A); and 2.6(b)(2)(B) of the original Articles and Plan of Merger. These corrections shall change: (i) the percentages referred to in sections 2.6(b)(1)(A) and 2.6(b)(1)(B) from seventy-four and forty-one hundredths percent (74.41%) to seventy-five and twenty-five hundredths percent (75.25%); and (ii) the percentages referred to in Sections 2.6(b)(2)(A) and 2.6(b)(2)(B) from twenty-four and fifty-nine hundredths percent (24.59%) to twenty-four and seventy-five hundredths percent (24.75%).

ARTICLE 1: PARTIES

The parties to these Second Amended Articles and Plan of Merger are:

1.1 Fleeman Builders Management, Inc. Fleeman Builders Management, Inc., was a Florida corporation with its principal office located at 420 Lincoln Road, Suite 435, Miami Beach, Florida 33139-3015. Fleeman Builders Management, Inc., was merged into Gateway Business Centre Management, Inc., on September 23, 1998; and effective as of that date, its separate existence ceased.

1.2 Gateway Business Centre Management, Inc. Gateway Business Centre Management, Inc., is a Florida corporation with its principal office located at 420 Lincoln Road, Suite 435, Miami Beach, Florida 33139-3015.

ARTICLE 2: AMENDED PLAN OF MERGER

The Second Amended Plan of Merger is as follows:

2.1 Surviving Corporation. Gateway Business Centre Management, Inc., is the surviving corporation into which Fleeman Builders Management, Inc., was merged.

2.2 Continuity. The Articles of Incorporation of Gateway Business Centre Management, Inc., shall not be changed by virtue of the merger.

2.3 Principal Office. The principal office of Gateway Business Centre Management, Inc., shall continue to be located at 420 Lincoln Road, Suite 435, Miami Beach, Florida 33139-3015.

2.4 Real Property. Neither Fleeman Builders Management, Inc., nor Gateway Business Centre Management, Inc., are the owners of any real property.

2.5 Issued and Outstanding Shares of Stock.

(a) Fleeman Builders Management, Inc. The 1,000 authorized shares of common stock of Fleeman Builders Management, Inc., consisted of 100 issued and outstanding voting shares and 900 issued and outstanding non-voting shares.

(b) Gateway Business Centre Management, Inc. The 1,000 authorized shares of common stock of Gateway Business Centre Management, Inc., consist of 100 issued and outstanding voting shares and 900 issued and outstanding non-voting shares.

2.6 Terms and Conditions of Merger.

(a) Assets and Liabilities. As of September 23, 1998, the effective filing date of the original Articles and Plan of Merger, the separate existence of Fleeman Builders Management, Inc., ceased, and Gateway Business Centre Management, Inc., succeeded to all of the properties, rights, and other assets and became subject to all of the liabilities of Fleeman Builders Management, Inc.

(b) Cancellation and Re-Issuance of Stock.

(1) Fleeman Builders Management, Inc. The issued and outstanding stock of Fleeman Builders Management, Inc., shall be canceled and shareholders shall be reissued stock in the surviving corporation, Gateway Business Centre Management, Inc., in the following proportions:

(A) Voting Shares. For each share of voting common stock of Fleeman Builders Management, Inc., owned prior to the merger, a shareholder shall receive seventy-five and twenty-five hundredths percent (75.25%) of a share of the voting common stock of the surviving corporation, Gateway Business Centre Management, Inc.

(B) Non-Voting Shares. For each share of non-voting common stock of Fleeman Builders Management, Inc., owned prior to the merger, a shareholder shall receive seventy-five and twenty-five hundredths percent (75.25%) of a share of non-voting common stock of the surviving corporation, Gateway Business Centre Management, Inc.

(2) Gateway Business Centre Management, Inc. The issued and outstanding stock of Gateway Business Centre Management, Inc., shall be canceled and shareholders shall be reissued stock in the surviving corporation, Gateway Business Centre Management, Inc., in the following proportions:

(A) Voting Shares. For each share of voting common stock of Gateway Business Centre Management, Inc., owned prior to the merger, a shareholder shall receive

Second Amended Articles and Plan of Merger
Fleeman Builders Management, Inc., into
Gateway Business Centre Management, Inc.
Page 3

twenty-four and seventy-five hundredths percent (24.75%) of a share of the voting common stock of the surviving corporation, Gateway Business Centre Management, Inc.

(B) Non-Voting Shares. For each share of non-voting common stock of Gateway Business Centre Management, Inc., owned prior to the merger, a shareholder shall receive twenty-four and seventy-five hundredths percent (24.75%) of a share of non-voting common stock of the surviving corporation, Gateway Business Centre Management, Inc.

2.7 Further Assurance. If, at any time, Gateway Business Centre Management, Inc., shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of Fleeman Builders Management, Inc., as of the effective date of this merger, shall execute such conveyances or documents, or take such actions as are appropriate.

2.8 Effective Date. The merger was effective as of September 23, 1998. These Second Amended Articles and Plan of Merger are being filed only to correct scrivener's errors contained in Sections 2.6(b)(1)(A); 2.6(b)(1)(B); 2.6(b)(2)(A); and 2.6(b)(2)(B) of the original Articles and Plan of Merger and shall be effective as of September 23, 1998, nunc pro tunc.

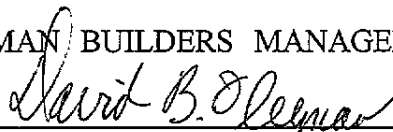
ARTICLE 3: ADOPTION

These Second Amended Articles and Plan of Merger were duly adopted and approved by the former Board of Directors of Fleeman Builders Management, Inc., and the shareholders and Board of Directors of Gateway Business Centre Management, Inc., by written action in lieu of a special meeting in the manner provided by Ch. 607, Fla. Stat. (1997).

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles and Plan of Merger, this 27 day of October, 1999, effective September 23, 1998, nunc pro tunc.

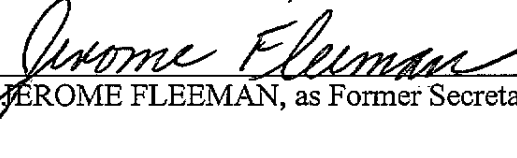
FLEEMAN BUILDERS MANAGEMENT, INC.

By:



DAVID B. FLEEMAN, as Former President

By:



JEROME FLEEMAN, as Former Secretary

Second Amended Articles and Plan of Merger
Fleeman Builders Management, Inc., into
Gateway Business Centre Management, Inc.
Page 4

GATEWAY BUSINESS CENTRE
MANAGEMENT, INC., a Florida corporation

By: David B. Fleeman
DAVID B. FLEEMAN, as President

Attest: Jerome Fleeman
JEROME FLEEMAN, as Secretary

STATE OF FLORIDA
COUNTY OF ~~PINELLAS~~ MIAMI-DADE

The foregoing instrument was acknowledged before me this 27th day of October, 1999,
by DAVID B. FLEEMAN, as Former President of Fleeman Builders Management, Inc., and as
President of Gateway Business Centre Management, Inc., who is personally known to me or who
has produced _____ as identification.

Sydney S. Traum
NOTARY PUBLIC STATE OF FLORIDA

Printed Name _____
OFFICIAL NOTARY SEAL
SYDNEY S. TRAUM
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC627585
MY COMMISSION EXP. JUNE 29, 2001
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF ~~PINELLAS~~ MIAMI-DADE

The foregoing instrument was acknowledged before me this 27th day of October, 1999,
by JEROME FLEEMAN, as Former Secretary of Fleeman Builders Management, Inc., and as
Secretary of Gateway Business Centre Management, Inc., who is personally known to me or who
has produced _____ as identification.

Sydney S. Traum
NOTARY PUBLIC STATE OF FLORIDA

Printed Name _____
My Commission Expires: _____
OFFICIAL NOTARY SEAL
SYDNEY S. TRAUM
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC627585
MY COMMISSION EXP. JUNE 29, 2001