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07/11/98

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Department of State:# 2/ 3

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

P97000071999

((090000048372))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: SIEGFRIED, KIPNIS, RIVERA, LERNER, DE LA TOR
CONTACT: LISA CARMAN
PHONE: (305)442-3334

ACCT#: 076424000767

FAX #: (305)443-3292

NAME: LEWIS-BARNES CONSTRUCTION, CORP.

AUDIT NUMBER.....H98000014837

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten Signature]

8/12/98

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

KNODLE CONSTRUCTION, INC., a Florida corporation, P98000018984

INTO

LEWIS-BARNES CONSTRUCTION, CORP., a Florida corporation,
P97000071999

File date: August 12, 1998

Corporate Specialist: Darlene Connell

AUG.11.1998 10:46AM FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

NO.142 P.2/3
10:18 AM

((H98000014837 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: SIEGFRIED, KIPNIS, RIVERA, LERNER, DE LA TOR
CONTACT: LISA CARMAN
PHONE: (305)442-3334

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FAX #: (305)443-3292

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DIVISION OF CORPORATIONS

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→ Department of State:# 1/ 3

LAW OFFICES
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SUITE 1102

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ELISABETH D. KOZLOW
SAMUEL A. PERSAUD, C.F.A.
MARK S. WEINSTEIN

FILE NO.

FAX TRANSMITTAL SHEET

TO:

Fla. Secretary of State

FROM:

Marta Iglesias / Elisabeth Kozlow

FAX #:

850 922-4000

DATE:

8-11-98

TIME:

10:40 AM

NUMBER OF PAGES TO FOLLOW:

2

OUR FAX NUMBER IS:

(305) 443-3292

OUR TELEPHONE NUMBER IS:

(305) 442-3334

MESSAGE:

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS ATTORNEY PRIVILEGED AND CONFIDENTIAL. IT IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED.

H98000014837

ARTICLES OF MERGER

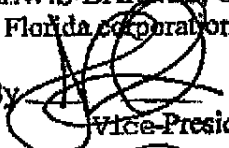
(Pursuant to Section 607.1103 of Florida
General Corporation Act)

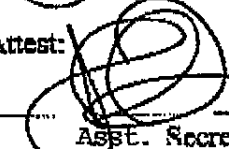
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The undersigned corporations, being validly and legally formed under the laws of the State of Florida have adopted a Plan of Merger.
2. The name of the surviving corporation is Lewis-Barnes Construction, Corp. a Florida corporation.
3. The Plan of Merger will become effective upon the filing of these Articles of Merger with the Secretary of State.
4. No changes in the Articles of Incorporation of the surviving corporation have been made.
5. The Plan of Merger was adopted by the ^{Sole Shareholders &} Board of Directors of Knodle Construction, Inc., a Florida corporation, on July 30, 1998.
6. The Plan of Merger was adopted by the ^{Shareholders &} Board of Directors of Lewis-Barnes Construction, Corp. a Florida corporation, on July 30, 1998.
7. The Plan of Merger calls for purchase of all of the issued shares of Knodle Construction, Inc. by the surviving corporation, Lewis-Barnes Construction, Corp.

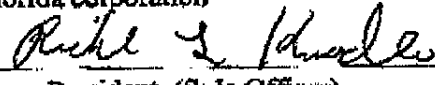
DATED: 7/30/98, 1998.

LEWIS-BARNES CONSTRUCTION, CORP.
a Florida corporation

By  _____
Vice-President JOEL BARNES

Attest:  _____
Asst. Secretary
(Corporate Seal) JOEL BARNES

KNODLE CONSTRUCTION, INC.,
a Florida corporation

By  _____
President, (Sole Officer)
RICHARD L. KNODLE
(Corporate Seal)

MIRTA M. IGLESIAS
201 Alhambra Cir. #1102
Coral Gables, FL 33134
(305) 442-3334

H98000014837