

P97000076482

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DEAN
MEAD

ATTORNEYS AND COUNSELORS AT LAW

IN BREVARD COUNTY:
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GOLDMAN & BOYD
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SUITE 200
P.O. BOX 2787
FORT PIERCE, FL 34954
(888) 464-7700 / 562-7700
FAX (888) 464-7877

PLEASE REPLY TO:

Fort Pierce

March 19, 1998

By Federal Express

Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, Florida 32314

100002467681--8
-03/25/98--01027--001
****192.50 ****122.50

Re: Articles of Incorporation of MC&D, Inc. and
Articles of Merger of MC&D, Inc. into Major Construction and
Development, Inc.

Gentlemen:

Enclosed please find the following documents for filing with your office:

1. an original and one copy of Articles of Incorporation of MC&D, Inc.; and
2. an original and one copy of Articles of Merger of MC&D, Inc. into Major Construction and Development, Inc.

Also enclosed is this firm's check in the sum of \$192.50 to cover the filing fee for the Articles of Incorporation (\$35.00 filing fee and \$35.00 registered agent designation fee) and the filing fee for the Articles of Merger (\$70.00 filing fee and \$52.50 certified copy fee). Please first file the Articles of Incorporation effective as of the date of signing and then file the Articles of Merger. Please return the certified copy of the Articles of Merger to the Fort Pierce address above.

If you have any questions regarding the enclosed, please feel free to contact me.

Sincerely yours,

Steven C. Lee
Steven C. Lee

merger

VS MAR 26 1998

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RECEIVED
MAR 20 AM 8:02
DIVISION OF CORPORATIVE
SCL/ew
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 20 PM 1:11
FILED

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

MC&D, INC., a Florida corporation, P98000027652

INTO

**MAJOR CONSTRUCTION AND DEVELOPMENT, INC., a Florida corporation,
P97000076482**

File date: March 20, 1998

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER OF
MC&D, INC. WITH AND INTO
MAJOR CONSTRUCTION AND DEVELOPMENT, INC.**

FILED
98 MAR 20 PM 1:
SECRETARY OF STAT
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of MC&D, INC., a Florida corporation, with and into MAJOR CONSTRUCTION AND DEVELOPMENT, INC., a Florida corporation, with MAJOR CONSTRUCTION AND DEVELOPMENT, INC. being the surviving corporation, is set forth below:

1. MC&D, INC., a Florida corporation ("MC&D, INC."), shall merge with and into MAJOR CONSTRUCTION AND DEVELOPMENT, INC., a Florida corporation ("MAJOR"), with MAJOR CONSTRUCTION AND DEVELOPMENT, INC. as the surviving corporation.

2. Upon the consummation of the merger of MC&D, INC. with and into MAJOR CONSTRUCTION AND DEVELOPMENT, INC., the separate existence of MC&D, INC. shall cease. MAJOR CONSTRUCTION AND DEVELOPMENT, INC., as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of MC&D, INC. shall not be affected by the merger and upon the merger, MAJOR CONSTRUCTION AND DEVELOPMENT, INC., without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of MC&D, INC. prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with MC&D, INC. shall be preserved and remain unimpaired by the merger, all liens upon the properties of MC&D, INC. shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of MC&D, INC. shall henceforth attach to MAJOR CONSTRUCTION AND DEVELOPMENT, INC. and may be enforced against MAJOR CONSTRUCTION AND DEVELOPMENT, INC. to the same extent as if such obligations and duties has been incurred by MAJOR CONSTRUCTION AND DEVELOPMENT, INC.. Additionally, any existing claim or action or proceeding pending by or against MC&D, INC. or MAJOR CONSTRUCTION AND DEVELOPMENT, INC. may be continued as if the merger did not occur or MAJOR CONSTRUCTION AND DEVELOPMENT, INC. may be substituted in such proceedings for MC&D, INC..

3. The manner and basis of converting the shares of MC&D, INC. and MAJOR CONSTRUCTION & DEVELOPMENT, INC. into shares of MAJOR CONSTRUCTION & DEVELOPMENT, INC. are as follows:

a. At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of MAJOR CONSTRUCTION AND DEVELOPMENT, INC. issued and

outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of MC&D, INC. issued and outstanding shall be converted into one (1) share of common stock, One Dollar (\$1.00) par value, of MAJOR CONSTRUCTION AND DEVELOPMENT, INC.

4. The Articles of Incorporation of MAJOR CONSTRUCTION AND DEVELOPMENT, INC. in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of MAJOR CONSTRUCTION AND DEVELOPMENT, INC.

The name of this corporation shall be MAJOR CONSTRUCTION AND DEVELOPMENT, INC.

5. The effective date of the merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE II - ADOPTION OF PLAN OF MERGER

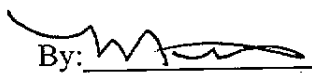
The Plan of Merger was approved by the shareholders and the directors of each corporation by joint written consent dated as of the 19th day of March, 1998.

ARTICLE III - EFFECTIVE DATE OF MERGER

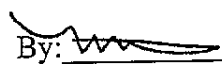
The effective date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 19th day of March, 1998.

MC&D, INC.

By: 
Michael T. Wright, President

MAJOR CONSTRUCTION AND DEVELOPMENT,
INC.

By: 
Michael T. Wright, President