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FAX NO.: 4872445288

10-16-03 12:25P P.07

P98000015286

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ATTN: Brenda Tadlock

03 OCT 16 PM 2:07

STATE OF FLORIDA
DIVISION OF CORPORATIONS

LIMITED LIABILITY AMENDMENT

TRAN CONSTRUCTION, LLC

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FAX NO.: 4072445288

10-16-03 12:25P P.08

HOLLAND & KNIGHT LLP

100 North Tampa Street, Suite 4100
P.O. Box 1288 (ZIP 33601-1288)
Tampa, Florida 33602-3644

813-227-8500
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St. Petersburg	*Holland & Knight LLC
San Antonio	**Representative Office

October 16, 2003

LOUIS T. M. CONTI
813-227-6343

Internet Address:
lconti@hklaw.com

Mr. David E. Mann
Assistant Secretary of State
Florida Department of State
The Capitol
Tallahassee, FL 32399-0250

Re: Termination of Merger between
Tran Construction Inc (P98000015286) and
Tran Construction, L.L.C. (L03000032398)

Dear Mr. Mann

Enclosed for filing please find Articles of Termination of Merger for the above referenced companies. The referenced companies were inadvertently merged on September 3, 2003, and the resultant economic hardships to both companies can only be rectified by a nunc pro tunc termination of the merger and re-instatement of Tran Construction, Inc. as an active Florida corporation.

The miscellaneous filing fee in the amount of \$35 is being transmitted electronically from the Holland & Knight Account.

Please contact the undersigned if you require anything further. Thank you for your assistance.

Sincerely yours,

HOLLAND & KNIGHT LLP

Louis T.M. Conti

LTMC/mac
Enclosures

1290153_v1

FROM: HOLLAND AND KNIGHT
FROM HOLLAND & KNIGHT TAMPA

FAX NO.: 4072445288

10-16-03 12:25P P.09

(WED) 10.15.03 15:19/ST. 15:13/NO. 4260953895 P 2

AFFIDAVIT
OF
HENRY T. LOUDEN

STATE OF FLORIDA
COUNTY OF MIAMI DADE

03 OCT 16 PM 2:07

SECRETARY OF STATE
DIVISION OF RECEPTION

BEFORE ME, the undersigned authority, this day personally appeared Henry T. Loudon ("Affiant"), who is personally known to me or who has produced a _____ as identification, who being by me first duly sworn, under oath says:

1. The undersigned is, and has been, the sole member and sole Managing Member of Tran Construction, L.L.C., a Florida limited liability company, document number L03000032398, since its formation on August 28, 2003;

2. The undersigned was the sole shareholder, sole officer and sole director of Tran Construction, Inc., a Florida corporation, document number P98000015286, from its creation on February 16, 1998, until its merger with and into Tran Construction, L.L.C. effective on September 3, 2003;

3. Tran Construction, Inc., Federal EIN 650816806, has been in the business of commercial construction in the greater South Florida area since its inception. Its principal and registered office is at 420 Lincoln Road, Suite M-1, Miami Beach, Florida 33139;

4. Tran Construction, Inc. and Tran Construction, L.L.C. inadvertently filed Articles of Merger with the Secretary of State's Office in the State of Florida on September 3, 2003, with Tran Construction, L.L.C. as the surviving entity;

5. The inadvertent filing of the Articles of Merger was occasioned by a clerical mistake at the offices of the counsel (Guttenmacher & Bohatch, P.A.) to Tran Construction, Inc. and Tran Construction, L.L.C.;

6. As the sole shareholder, sole officer and sole director of Tran Construction, Inc., and as the sole member and sole Managing Member of Tran Construction, L.L.C., the undersigned affirms that the inadvertent filing of the Articles of Merger was the result of a mistake, that the inadvertent merger creates substantial economic hardship for both entities as well as for the beneficial owners of both entities, and requests that the Secretary of State of the State of Florida terminate the merger and re-instate Tran Construction, Inc. as an active Florida

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10-16-03 12:25P P.10

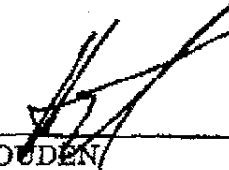
FROM HOLLAND & KNIGHT TAMPA

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corporation, in good standing, nunc pro tunc, to the date of the merger September 3, 2003;

7. Affiant further states that there have been no third parties who have relied to their detriment on the existence of Tran Construction, L.L.C., that there have been no contracts, agreements, liabilities, or other actions taken by Tran Construction, L.L.C. which would create any obligation of Tran Construction, L.L.C., and that Tran Construction, Inc. will accept and assume any claims or liabilities which may be asserted by any party as a result of the inadvertent filing of the Articles of Merger;

FURTHER Affiant Sayeth Not.


HENRY T. LOUDON

SWORN TO AND SUBSCRIBED BEFORE ME this 15th day of October 2003.

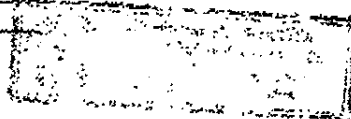
STATE OF FLORIDA
COUNTY OF MIAMI DADE

The foregoing instrument was acknowledged before me this 15th day of October, 2003, by Henry T. Loudon, who is personally known to me or has produced _____ as identification.

(SEAL)

Christine M. Nalbandi

Commission Number: _____



12SS907_A1

FROM: HOLLAND AND KNIGHT
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FAX NO.: 4072445288

10-16-03 12:26P P.11

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ARTICLES OF TERMINATION OF MERGER

OF
TRAN CONSTRUCTION, INC
AND
TRAN CONSTRUCTION, L.L.C.

ppp-15286
103-32398

03 OCT 16 PM 2:07
SECRETARY OF STATE
DIVISION OF CORPORATIONS

WHEREAS, a Plan and Agreement of Merger was made and entered into on the 27th day of August, 2003, by and between Tran Construction, Inc., a Florida corporation, and Tran Construction, L.L.C., a limited liability company organized and validly existing under the laws of the State of Florida (Tran Construction, Inc. and Tran Construction, L.L.C. are sometimes referred to herein individually as a "Constituent Company" and collectively as the "Constituent Companies"); and

WHEREAS, Articles of Merger of Tran Construction, Inc. and Tran Construction, L.L.C. were inadvertently filed, because of clerical mistake, with the Secretary of State's Office in the State of Florida on September 3, 2003; and

WHEREAS, pursuant to the Articles of Merger Tran Construction, Inc. was merged with and into Tran Construction, L.L.C. and Tran Construction, L.L.C. became the surviving entity and Tran Construction, Inc. became inactive; and

WHEREAS, the inadvertent filing of the Articles of Merger has caused serious economic hardships for Tran Construction, Inc., Tran Construction, L.L.C., and the beneficial owners of Tran Construction, Inc. and Tran Construction, L.L.C.; and

WHEREAS, the Plan and Agreement of Merger, under Article 8 thereof, provides for the termination and abandonment of the merger under certain circumstances, including but not limited to, a material adverse change in the business or condition, financial or otherwise, of either Constituent Company; and

WHEREAS, such a material adverse circumstance has arisen as a result of the inadvertent filing of the Articles of Merger; and

WHEREAS, there have been no third parties who have relied to their detriment on the existence of Tran Construction, L.L.C., and there have been no contracts, agreements, liabilities, or other actions taken by Tran Construction, L.L.C. which would create any obligation of Tran Construction, L.L.C.; and

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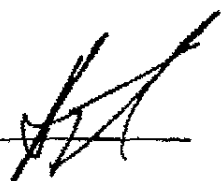
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WHEREAS, and Tran Construction, Inc. will accept and assume any claims or liabilities which may be asserted by any party as a result of the inadvertent filing of the Articles of Merger.

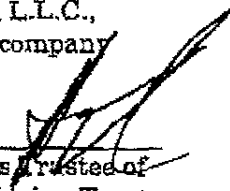
NOW, THEREFORE, the Constituent Companies, through their respective sole stockholder, sole officer, sole director, sole member and sole Managing Member hereby terminate the merger, nunc pro tunc, to the date of the filing of the Articles of Merger, and hereby also request administrative re-instatement of Tran Construction, Inc. as an active Florida corporation, nunc pro tunc, to the date of the filing of the Articles of Merger, September 3, 2003.

IN WITNESS WHEREOF, these Articles of Termination of Merger were executed this 15th day of October, 2003.

TRAN CONSTRUCTION, INC.,
a Florida corporation

By: 
Henry T. Loudon
President

TRAN CONSTRUCTION, L.L.C.,
a Florida limited liability company

By: 
Henry T. Loudon, as Trustee of
the Henry Loudon Living Trust
dated July 31, 2000, Sole
Managing Member