

P98000016324

(4)

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Wilson Enterprises of Destin, Inc

100002475831--9

-04/01/98--01090--006

****192.50 ****192.50

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

✓ Merger File Cert

Art. of Amend. File

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 IT Retrieval

Courier

CORAPMER

RECEIVED
98 MAR 30 AM 9:55
DIVISION OF CORPORATIONS

FILED
98 MAR 30 PM 12:49
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

EFFECTIVE DATE
3/31/98

merger

SP

3/30/98

3/31/98

Signature

Requested by:

Name

3/30/98

Date

11:00

Time

Walk-In

Will Pick Up

ARTICLES OF MERGER
Merger Sheet

MERGING:

WILSON ELECTRIC OF DESTIN, INC., a FL corp., #622177
WILSON PLUMBING OF DESTIN, INC., a FL corp., #P97000026441
WALTON BUILDERS, INC., a FI corp., #P97000037380

INTO

WILSON ENTERPRISES OF DESTIN, INC., a Florida corporation,
P98000016324

File date: March 30, 1998, effective March 31, 1998

Corporate Specialist: Susan Payne

EFFECTIVE DATE
3/31/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Articles of Merger

98 MAR 30 PM 12:49

Wilson Enterprises of Destin, Inc., a Florida corporation, Wilson Electric of Destin Inc., a Florida corporation, Wilson Plumbing of Destin, Inc., a Florida corporation, and Walton Builders, Inc., a Florida corporation, have adopted a Plan of Merger as follows:

1. The names of the corporations which are parties to this merger are Wilson Enterprises of Destin, Inc., a Florida corporation, Wilson Electric of Destin of Destin, Inc., a Florida corporation, Wilson Plumbing of Destin, Inc., a Florida corporation, and Walton Builders, Inc., a Florida corporation. This merger is permitted under the laws of Florida, and all corporations have complied with the laws of Florida effecting this merger.

2. Wilson Enterprises of Destin, Inc., is the surviving corporation.

3. The Plan of Merger is attached hereto as "Exhibit A."

4. The effective date of the Merger is March 31, 1998.

5. Wilson Enterprises of Destin, Inc. adopted the Plan Of Merger on March 27, 1998, by a unanimous vote of its shareholders.

6. Wilson Electric of Destin of Destin, Inc. adopted the Plan Of Merger on March 27, 1998, by a unanimous vote of its shareholders.

7. Wilson Plumbing of Destin, Inc. adopted the Plan Of Merger on March 27, 1998, by a unanimous vote of its shareholders.

8. Walton Builders, Inc. adopted the Plan Of Merger on March 27, 1998, by a unanimous vote of its shareholders.

Wilson Enterprises of
Destin, Inc.

By Billy E. Wilson
President

and

Billy E. Wilson
Secretary

Wilson Electric of Destin, Inc.

By Billy E. Wilson
President

and

Billy E. Wilson
Secretary

Wilson Plumbing of
Destin, Inc.

By Billy E. Wilson
President

and

Billy E. Wilson
Secretary

Walton Builders, Inc.

By Billy E. Wilson
President

and

Billy E. Wilson
Secretary

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, a Notary Public in and for said State and County, personally appeared Billy E. Wilson, being President and Secretary of Wilson Enterprises of Destin, Inc., a Florida Corporation, and being first duly sworn, acknowledged that he executed this instrument on behalf of and as the act and deed of said corporation this 27th day of March, 1998.

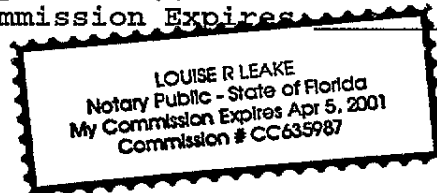
Louise R. Leake
Notary Public Louise R. Leake
My Commission Expires: _____

LOUISE R LEAKE
Notary Public - State of Florida
My Commission Expires Apr 5, 2001
Commission # CC635987

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, a Notary Public in and for said State and County, personally appeared Billy E. Wilson, being President and Secretary of Wilson Electric of Destin, Inc., a Florida Corporation, and being first duly sworn, acknowledged that he executed this instrument on behalf of and as the act and deed of said corporation this 27th day of March, 1998.

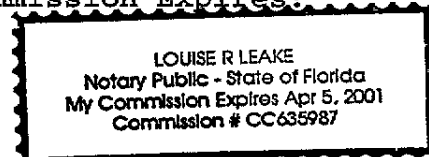
Louise R. Leake
Notary Public Louise R. Leake
My Commission Expires: _____



STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, a Notary Public in and for said State and County, personally appeared Billy E. Wilson, being President and Secretary of Wilson Plumbing, Inc., a Florida Corporation, and being first duly sworn, acknowledged that he executed this instrument on behalf of and as the act and deed of said corporation this 27th day of March, 1998.

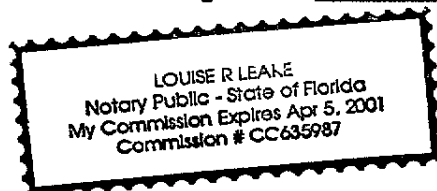
Louise R. Leake
Notary Public Louise R. Leake
My Commission Expires: _____



STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, a Notary Public in and for said State and County, personally appeared Billy E. Wilson, being President and Secretary of Walton Builders, Inc., a Florida Corporation, and being first duly sworn, acknowledged that he executed this instrument on behalf of and as the act and deed of said corporation this 27th day of March, 1998.

Louise R. Leake
Notary Public Louise R. Leake
My Commission Expires: _____



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EXHIBIT A

Plan of Merger

Wilson Enterprises of Destin, Inc., a Florida corporation, Wilson Electric of Destin, Inc., a Florida corporation, Wilson Plumbing of Destin, Inc., a Florida corporation, and Walton Builders, Inc., a Florida corporation, hereby adopt the following Plan of Merger:

1. Names of each corporation planning to merge are:

Wilson Enterprises of Destin, Inc.

Wilson Electric of Destin, Inc.

Wilson Plumbing of Destin, Inc.

Walton Builders, Inc.

2. Name of the corporation into which they propose to merge is:

Wilson Enterprises of Destin, Inc.

3. The terms and conditions of the merger are: On the effective date of the merger, the separate existence of the absorbed corporations shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of the absorbed corporations, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporations, and neither the rights of creditors nor any liens on the property of the absorbed corporations shall be impaired by the merger.

4. The manner and basis of converting the shares of each corporation is:

(a) Each share of the one dollar (\$1.00) par value common stock of Wilson Electric of Destin, Inc., Wilson Plumbing of Destin, Inc. and Walton Builders, Inc. issued and outstanding on the effective date of the merger shall be converted into one (1) share of the one dollar (\$1.00) par value common stock of Wilson Enterprises of Destin, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporations would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporations shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates the surviving corporation or its duly appointed agent shall issue shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving

corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporations shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

5. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

6. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

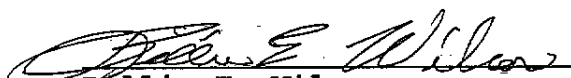
7. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired

terms of their offices and until their successors have been elected or appointed and qualified.


8. This plan of merger shall be submitted for approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before March 27, 1998, or at such other time as to which the boards of directors of the constituent corporations may agree.

9. The effective date of this merger shall be March 31, 1998.

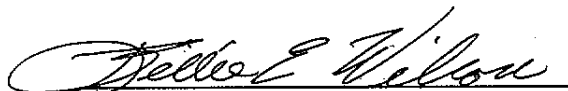
EXECUTED this 27th day of March, 1998.


Billie E. Wilson

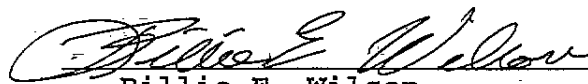
As the Board of Directors of
WILSON ENTERPRISES OF
DESTIN, INC.
a Florida corporation


Billie E. Wilson

As the Board of Directors of
WILSON ELECTRIC OF
DESTIN, INC.
a Florida corporation


Billie E. Wilson

As the Board of Directors of
WILSON PLUMBING OF
DESTIN, INC.
a Florida corporation


Billie E. Wilson

As the Board of Directors of
WALTON BUILDERS, INC.
a Florida corporation

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