



THE UNITED STATES
CORPORATION
COMPANY

P98000095165

ACCOUNT NO. : 072100000032

REFERENCE : 144473 4719883

AUTHORIZATION :

Patricia Pruitt

COST LIMIT : \$ 70.00

ORDER DATE : February 23, 1999

ORDER TIME : 11:41 AM

ORDER NO. : 144473-010

CUSTOMER NO: 4719883

CUSTOMER: Laura Smith, Paralegal
Roetzel & Andress
222 South Main Street

700002784747--7

Akron, OH 44308

ARTICLES OF MERGER

DIVCO CONSTRUCTION CORPORATION

INTO

DIVKAUFF, INC.

FILED
99 FEB 23 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 FEB 23 PM 12:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

See 2/24



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 24, 1999

CSC
CASSANDRA LAMM
TALLAHASSEE, FL

SUBJECT: DIVKAUFF, INC.
Ref. Number: P98000095165

RESUBMIT

Please give original
submission date as file date.

We have received your document for DIVKAUFF, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of approval of the Merger by the shareholders of each corporation must be included in the Articles of Merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 099A00008468

RECEIVED
99 FEB 24 PM 2:28
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DIVCO CONSTRUCTION CORP., a Indiana corporation, 839138

INTO

DIVKAUFF, INC. which changed its name to

DIVCO CONSTRUCTION CORP., a Florida corporation, P98000095165.

File date: February 23, 1999

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER
OF
DIVKAUFF, INC.
(a Florida corporation)
and
DIVCO CONSTRUCTION CORP.
(an Indiana corporation)**


FILED
99 FEB 23 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provisions of Section 607.1105 and 607.1107, Florida Statutes, these Articles of Merger provide that:

1. Divco Construction Corp., an Indiana corporation ("Divco"), shall be merged with and into Divkauff, Inc., a Florida corporation ("Divkauff"), and that Divkauff shall be the surviving corporation.
2. This merger shall become effective on the day that these Articles of Merger have been filed with the Secretary of State of the State of Florida and a Certificate of Merger has been filed with the Secretary of State of the State of Indiana.
3. The Agreement and Plan of Merger dated February 1, 1999 (the "Merger Agreement") pursuant to which Divco shall be merged with and into Divkauff was adopted by all of the shareholders of Divkauff entitled to vote thereon and, in accordance with the Articles of Incorporation of Divkauff and the laws of the State of Florida, by the Board of Directors of Divkauff. The Merger Agreement was approved by all of the shareholders, and the Board of Directors, of Divco. The agreement was approved by the shareholders of both corporations on February 9, 1999.


IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of February 1, 1999.

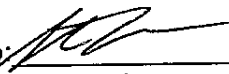
DIVCO CONSTRUCTION CORP.,
an Indiana corporation

By: 
Stephen Kauffman, President

Attested to: 
Stephen Kauffman, Secretary

DIVKAUFF, INC.,
a Florida corporation

By: 
Stephen Kauffman, President

Attested to: 
Stephen Kauffman, Secretary 19448_1

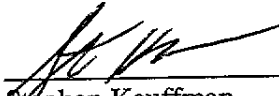
Unanimous Written Consent of the Sole Shareholder of DivKauff, Inc.

The undersigned, being the sole shareholder of DivKauff, Inc., a Florida corporation, hereby consents to the adoption of the following resolutions as though such were adopted at a duly noticed special meeting of the shareholders of the Corporation.

RESOLVED, that the Corporation merge with Divco Construction Corp. pursuant to the Agreement of Merger and Plan of Reorganization, a copy of which is attached hereto; and

FURTHER RESOLVED, that the Agreement of Merger and Plan of Reorganization is approved and adopted.

SOLE SHAREHOLDER:



Stephen Kauffman

2-5-55

Date

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated February 1, 1999 by and between DIVCO CONSTRUCTION CORP., an Indiana corporation (hereinafter called "Divco") and DIVKAUFF, INC., a Florida corporation (hereinafter called "DivKauff").

WHEREAS:

1. The Board of Directors of Divco and DivKauff have resolved that Divco and DivKauff pursuant to the Indiana General Corporation Act and the Florida General Corporation Act, be merged into a single corporation existing under the laws of the State of Florida, to wit, DivKauff, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of Divco consists of 1,000 shares of Common Stock with a par value of \$100.00 per share (hereinafter called "Divco Common Stock"), of which Forty (40) shares are issued and outstanding;

3. The authorized capital stock of DivKauff consists of 1,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "DivKauff Common Stock"), one (1) share of which is issued and outstanding; and

4. The respective Boards of Directors of Divco and DivKauff have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Indiana General Corporation Act and the Florida General Corporation Act that Divco shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, DivKauff, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholder Approval; Filings; Effects of Merger

1.1 Divco Stockholders' Meeting. On or before the date hereof, the shareholder of Divco shall approve of and adopt this Agreement in accordance with the Indiana General Corporation Act.

1.2 Action by the Sole Stockholder of DivKauff. On or before the date hereof, Divco, as the sole stockholder of DivKauff shall adopt this Agreement in accordance with the provisions of the Florida General Corporation Act.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of Divco in accordance with the Indiana General Corporation Act, (b) this Agreement has been adopted by the sole stockholder of DivKauff, in accordance with the Florida General Corporation Act, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the Indiana General Corporation Act and the Florida General Corporation Act of the States of Florida and Indiana. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Divco shall cease, and Divco shall be merged into DivKauff which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Divco; and all of the rights, privileges, powers, and franchises of Divco, and all property, real, personal, and mixed, and all debts due to Divco on whatever account shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of Divco, and the title to any real estate vested by deed or otherwise, under the laws of Indiana or any other jurisdiction, in Divco, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Divco shall be preserved unimpaired, and all debts, liabilities, and duties of Divco shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Divco or the corresponding officers of the Surviving Corporation, may, in the name of Divco, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Divco's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be DIVCO CONSTRUCTION CORP.

2.2 Certificate of Incorporation. The Certificate of Incorporation of DivKauff as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided

by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of DivKauff, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of Divco and the nature and amount of securities of DivKauff which the holders of shares of Divco Common Stock are to receive in exchange for such shares are as follows:

3.1 Divco Common Stock. Each one share of Divco Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of DivKauff Common Stock, and outstanding certificates representing shares of Divco Common Stock shall thereafter represent shares of DivKauff Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 DivKauff Common Stock Held by its Sole Stockholder. All issued and outstanding shares of DivKauff Common Stock held by its sole stockholder immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous

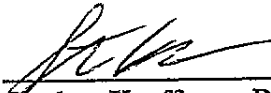
4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of Divco, if the Board of Directors of Divco or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Divco Construction Corporation and DivKauff, Inc. all on the date first above written.

DIVCO CONSTRUCTION CORP.

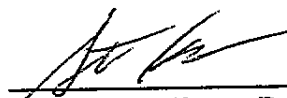
2-9-99

By: 
Stephen Kauffman, President

(SEAL)

DIVKAUFF, INC.

2-9-99

By: 
Stephen Kauffman, President

(SEAL)

2823_1

Unanimous Written Consent of the Board of Directors of DivKauff, Inc.

The undersigned, being all of the members of the Board of Directors of DivKauff, Inc., a Florida corporation (the "Corporation"), hereby consent to the adoption of the following resolutions as though such had been duly adopted at a duly convened meeting of the Board of Directors of the Corporation.

RESOLVED, that the Board of Directors of the Corporation hereby determines that the merger (the "Merger") of this Corporation with Divco Construction Corp. upon the terms set forth in the Agreement of Merger and Plan of Reorganization, a copy of which is attached hereto, is in the best interests of the Corporation and is recommended as acceptable to the Corporation's sole stockholder;

FURTHER RESOLVED, that the form and contents of the draft of the Agreement of Merger and Plan of Reorganization, to be entered into between this Corporation and Divco Construction Corp. attached hereto, is hereby approved and adopted; and

FURTHER RESOLVED, that the Chairman of the Board, the President, or any Vice President and the Secretary or an Assistant Secretary of this Corporation are authorized and directed in the name and on behalf of this Corporation and under its corporate seal to execute and deliver an Agreement of Merger and Plan of Reorganization in the form or substantially the form of the draft thereof attached hereto, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, that upon due approval of the Agreement of Merger and Plan of Reorganization by the stockholders of this Corporation and by the stockholders of Divco Construction Corp., that the proper officers of this Corporation be and hereby are authorized and directed to file a Certificate of Merger in the States of Indiana and Florida, and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and

FURTHER RESOLVED, that the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions.

FURTHER RESOLVED, that this Unanimous Consent be filed in this

Corporation's minute books.



Stephen Kauffman

Mark Eastman

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