

P990000/6967

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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From:

Account Name : HARTER, SECREST & EMERY LLP
Account Number : 072720000216
Phone : (941) 489-1774
Fax Number : (941) 489-1784

MERGER OR SHARE EXCHANGE

HARVEY-TADDEO CONTRACTORS, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF MERGER
Merger Sheet

MERGING:

HARVEY-TADDEO, INC., a New York corporation not qualified to transact
business in the State of Florida.

INTO

HARVEY-TADDEO CONTRACTORS, INC., a Florida corporation,
P99000016967

File date: February 26, 1999, effective March 1, 1999

Corporate Specialist: Darlene Connell

02/26/99

15:01

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HARTER, SECREST & EMERY

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FAX

TO: Florida Department of State, Attention Darlene

FAX #: 850-922-4000

FROM: Dennis J. Lumsden Currently in Naples

DATE: February 26, 1999

SUBJECT: Harvey-Taddeo Contractors, Inc. H99000004744 1

PAGES: COVER PAGE PLUS 1

NOTES: Dear Darlene,

Following is the corrected page.
Thank you for your assistance.

Dennis

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ARTICLES OF MERGER
of
HARVEY-TADDEO CONTRACTORS, INC.
and
HARVEY-TADDEO, INC. (A New York Corporation)
into
HARVEY-TADDEO CONTRACTORS, INC.

EFFECTIVE DATE
3-1-99

The undersigned, being the President and Secretary of HARVEY-TADDEO CONTRACTORS, INC. and of HARVEY-TADDEO, INC. (A New York Corporation), pursuant to Section 607.1105 and 607.1107 of the Florida Business Corporation Act, hereby certify:

1. The names of the corporations which are parties to the merger are HARVEY-TADDEO CONTRACTORS, INC. (A Florida Corporation) and HARVEY-TADDEO, INC. (A New York Corporation).
2. The name of the surviving corporation is HARVEY-TADDEO CONTRACTORS, INC.
3. The merger shall be effective March 1, 1999.
4. Following is a true and complete copy of the Plan of Merger adopted by the Boards of Directors and Shareholders of the corporations which are parties to the merger, on February 23, 1999:

"PLAN OF MERGER
of
HARVEY-TADDEO CONTRACTORS, INC. (A Florida Corporation)
and
HARVEY-TADDEO, INC. (A New York Corporation)
into
HARVEY-TADDEO CONTRACTORS, INC. (A Florida Corporation)

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1.0 NAMES

1.1 The names of the constituent corporations are HARVEY-TADDEO CONTRACTORS, INC. (A Florida Corporation) and HARVEY-TADDEO, INC. (A New York Corporation).

1.2 The name of the surviving corporation is HARVEY-TADDEO CONTRACTORS, INC. (A Florida Corporation).

This Instrument Prepared By:
Dennis J. Lumsden, Attorney at Law
FL BAR #0480673
6719 Winkler Road, Suite 121
Fort Myers, Florida 33919
(941)489-1774

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2.0 CAPITAL STOCK

2.1 HARVEY-TADDEO CONTRACTORS, INC. (A Florida Corporation) has subscription for 100 shares of common stock, each of which has a par value of \$1.00, all of such subscribers being entitled to vote on the merger.

2.2 HARVEY-TADDEO, INC. (A New York Corporation) has outstanding 100 shares of common stock, without par value, all of such shares being entitled to vote on the merger.

3.0 TERMS AND CONDITIONS OF MERGER

3.1 HARVEY-TADDEO, INC. (A New York Corporation) shall be merged into HARVEY-TADDEO CONTRACTORS, INC. (A Florida Corporation), which shall be the surviving corporation, such merger to be effective March 1, 1999.

3.2 The effect of the merger on the shares of HARVEY-TADDEO, INC. (A New York Corporation) shall be as follows: Upon the effective date of the merger, the presently issued and outstanding 100 shares of common stock of HARVEY-TADDEO, INC. (A New York Corporation), shall be exchanged for 100 shares of common stock of the surviving corporation, on the basis of 1 newly issued share of common stock for each share of common stock presently outstanding. The presently issued shares shall be surrendered to the surviving corporation for cancellation.

3.3 The effect of the merger on the shares of HARVEY-TADDEO CONTRACTORS, INC. (A Florida Corporation) shall be as follows: Upon the effective date of the merger, 100 shares of common stock of HARVEY-TADDEO CONTRACTORS, INC. (A Florida Corporation) will be issued to the subscribers for such shares in exchange for the presently issued and outstanding 100 shares of common stock of HARVEY-TADDEO, INC. (A New York Corporation), and shall be the only shares outstanding.

4.0 AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation of HARVEY-TADDEO CONTRACTORS, INC. (A Florida Corporation), shall not be amended or changed as a result of the merger.

5.0 APPROVAL OF PLAN OF MERGER

5.1 This Plan of Merger is being approved by the Unanimous Written Consent of the Board of Directors of HARVEY-TADDEO CONTRACTORS, INC. (A Florida Corporation), pursuant to the provisions of the Florida Business Corporation Act, Section 607.0821, and by the Unanimous Written Consent of the Incorporator and all subscribers for capital stock of HARVEY-TADDEO CONTRACTORS, INC. (A Florida Corporation), there being no shareholders or shares issued and outstanding as of the date of this approval.

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5.2 This Plan of Merger is being approved by the Unanimous Written Consent of the Board of Directors of HARVEY-TADDEO, INC. (A New York Corporation), pursuant to the provisions of the New York Business Corporation Law, Section 708(b), and by the Unanimous Written Consent of the holders of all of the issued and outstanding capital stock of HARVEY-TADDEO, INC. (A New York Corporation), pursuant to the provisions of the New York Business Corporation Law, Section 615(a).

5.3 This Plan of Merger was adopted February 23, 1999."

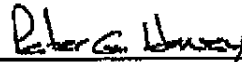
IN WITNESS WHEREOF, we have executed these Articles of Merger this 23rd day of February, 1999.

HARVEY-TADDEO, INC.
(A New York Corporation)

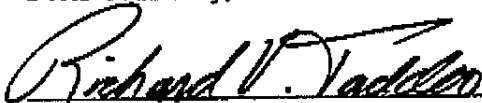
HARVEY-TADDEO CONTRACTORS,
INC. (A Florida Corporation)



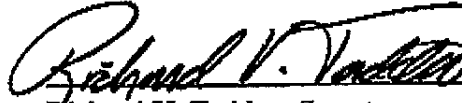
Peter G. Harvey, President



Peter G. Harvey, President



Richard V. Taddeo, Secretary



Richard V. Taddeo, Secretary