

P99000107045

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Akron
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September 6, 2001

Florida Department of State
Amendment Section
Post Office Box No. 6327
Tallahassee, FL 32314

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 10 AM 8:47

Re: Merger of Surface Resource, Inc./SRI Marble & Granite, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Merger and Plan of Merger for the above-referenced corporations for filing, along with our check for \$78.75 representing your fee for same. Please return a certified copy in the enclosed self-addressed envelope.

Very truly yours,

Kevin A. Denti/Emm

Kevin A. Denti, Esquire

KAD/emm
Enclosures

«NAP:30316_1»

V. SHEPARD SEP 17 2001

Menger

ARTICLES OF MERGER
Merger Sheet

MERGING:

SURFACE RESOURCE, INC., a Florida corporation, P96000066546

INTO

SRI MARBLE & GRANITE, INC., a Florida entity, P99000107045

File date: September 10, 2001

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 10 AM 8:47

This instrument shall constitute the Articles of Merger of Surface Resource, Inc., a Florida corporation, and SRI Marble & Granite, Inc., a Florida corporation. The following information is submitted in support hereof:

1. The Plan of Merger is attached hereto as Exhibit "A" and is incorporated herein by reference.
2. The merger shall be effective upon the filing of these Articles of Merger with the Florida Secretary of State.
3. Approval of the shareholders has been obtained from Surface Resource, Inc., a Florida corporation.
4. Approval of the shareholders of SRI Marble & Granite, Inc., a Florida corporation, is not required.
5. The Plan of Merger was approved by the Board of Directors of Surface Resource, Inc., a Florida corporation, on the 7th day of May, 2001.
6. The Plan of Merger was approved and adopted by the shareholders of Surface Resource, Inc., a Florida corporation, on the 7th day of May, 2001.
7. The Plan of Merger was approved and adopted by the Board of Directors of SRI Marble & Granite, Inc., a Florida corporation, on the 7th day of May, 2001.

(Corporate Seal)

SURFACE RESOURCE, INC., a Florida corporation

By: 

W. Bryan Seward, President

(Corporate Seal)

SRI MARBLE & GRANITE, INC., a Florida corporation

By: 

W. Bryan Seward, President

PLAN OF MERGER

This document shall constitute the Plan of Merger for Surface Resource, Inc., a Florida corporation, and SRI Marble & Granite, Inc., a Florida corporation. The terms of the Plan of Merger are as follows:

1. The names of the corporations merging are as follows:
 - a) Surface Resource, Inc., a Florida corporation; and
 - b) SRI Marble & Granite, Inc., a Florida corporation.
2. The surviving corporation shall be known as SRI Marble & Granite, Inc., a Florida corporation.
3. The terms and conditions of the proposed merger are as follows:

The shares of stock of Surface Resource, Inc., a Florida corporation, shall be retired, and the shareholders thereof shall be issued in their stead shares of stock in SRI Marble & Granite, Inc., a Florida corporation, on a one-for-one basis. Upon execution and completion of the merger, Surface Resource, Inc., a Florida corporation, will merge with and into SRI Marble & Granite, Inc., a Florida corporation. Surface Resource, Inc., a Florida corporation, shall thereupon no longer exist, while SRI Marble & Granite, Inc., a Florida corporation, shall survive unaffected by said merger. Notwithstanding the foregoing, the following instruments dated December 22, 1998 executed by and between Surface Resource, Inc., a Florida corporation, and/or the shareholders thereof or their predecessors in interest, a copy of each of which are attached hereto, shall remain in full force and effect, except that all references contained therein to Surface Resource, Inc., a

Florida corporation, shall be deemed to refer solely to SRI Marble & Granite, Inc., a Florida corporation:

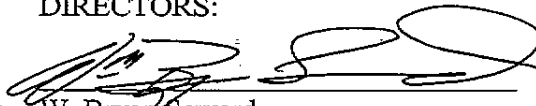
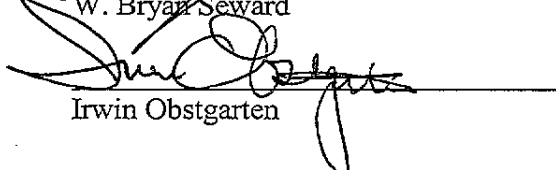
1. Stock Purchase Agreement;
2. Two (2) Employment and Non-Competition Agreements;
3. Two (2) Confidentiality and Non-Competition Covenants;
4. Shareholders Agreement;
5. Two (2) Continuing and Unconditional Guaranties;
6. Two (2) Security Agreements;
7. Four (4) UCC-1 Financing Statements; and
8. Escrow Agreement.

4. The manner and basis of converting the shares of Surface Resource, Inc., a Florida corporation, shall be effected as follows:

Upon execution and completion of the merger, the holders of all shares of Surface Resource, Inc., a Florida corporation, shall surrender such shares to the secretary of SRI Marble & Granite, Inc., a Florida corporation, and will thereupon be issued an equal number of shares in SRI Marble & Granite, Inc., a Florida corporation.

5. The Articles of Incorporation of SRI Marble & Granite, Inc., a Florida corporation, shall remain in full force and effect and shall not be amended as a consequence of the merger.
6. The merger as contemplated herein shall be effective upon the filing of the Articles of Merger with the Florida Secretary of State.

DIRECTORS:


W. Bryan Seward

Irwin Obstgarten

«NAP:27932_1»