

S43743

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

CLASSIC CONSTRUCTION & DEVELOPMENT OF THE PALM BEACH, INC., a  
Florida corporation (Document #P97000005344)

INTO

CLASSIC CONSTRUCTION & DEVELOPMENT CORP., a Florida corporation,  
S43743.

File date: August 1, 1997

Corporate Specialist: Louise Flemming-Jackson

**J. DANIEL BREDE**

Professional Association  
Attorney at Law

Suite 201, East Building  
1900 Corporate Blvd., N.W.  
Boca Raton, Florida 33431

(561) 241-8996

FAX (561) 241-7859

July 24, 1997

900002249239--2  
-07/28/97--01106--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Dept. Of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Classic Construction & Development Corp.  
Classic Construction & Development of the Palm Beaches, Inc.  
(Merger)

Dear Sir/Madam:

Enclosed for filing with the Florida Department of State, Division of Corporation, please find the Articles of Merger for the captioned Florida corporations, together with filing fee of \$70.00 (\$35.00 for each of the two corporations involved in the merger).

Please file these documents on or before July 31, 1997.

Thank you for your assistance. Please contact me if you have any questions.

Sincerely yours,

*J. Daniel Brede*  
J. DANIEL BREDE

JDB/  
enclosures  
cc: Gary Guttveg

FILED  
97 AUG 01 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*  
*LFJ*  
*8-14-97*

~~\*789, 521, 710, 671\*~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 5, 1997

J. Daniel Brede, Esquire  
Suite 201, East Bldg.  
1900 Corporate Blvd., NW  
Boca Raton, FL 33431

SUBJECT: CLASSIC CONSTRUCTION & DEVELOPMENT OF THE PALM  
BEACHES, INC.  
Ref. Number: P97000005344

RECEIVED  
97 AUG 14 AM 9:44  
DIVISION OF CORPORATIONS

\$70. We have received your document for CLASSIC CONSTRUCTION &  
DEVELOPMENT OF THE PALM BEACHES, INC. and your check(s) totaling  
\$35.00. However, the enclosed document has not been filed and is being  
returned for the following correction(s):

Please state the name of the surviving corporation in the Articles of Merger.

The merger should include the manner and basis of converting the shares of  
each corporation into shares, obligations, or other securities of the surviving  
corporation or any other corporation or, in whole or in part, into cash or other  
property and the manner and basis of converting rights to acquire shares of each  
corporation into rights to acquire shares, obligations, or other securities of the  
surviving or any other corporation or, in whole or in part, into cash or other  
property.

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) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 497A00039769

8/11/97

Sorry - I neglected to attach the  
Plan of Merger to the original  
filing

Dan Brede

**ARTICLES OF MERGER**  
**OF**  
**CLASSIC CONSTRUCTION &**  
**DEVELOPMENT CORP.**

FILED  
97 AUG -1 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Statutes, the undersigned corporations do hereby consent to, adopt and subscribe to the following:

1. That the merger of CLASSIC CONSTRUCTION & DEVELOPMENT OF THE PALM BEACHES, INC., being document number P97000005344, into CLASSIC CONSTRUCTION & DEVELOPMENT CORP. d/b/a CLASSIC FLOORING, being document number S43743, take place effective Aug. 1, 1997, pursuant to the attached Plan of Merger.

2. That these Articles of Merger shall be effective as of Aug. 1, 1997.

3. That all shareholders of CLASSIC CONSTRUCTION & DEVELOPMENT CORP. have approved and adopted the Plan of Merger as written and attached hereto by written consent pursuant to Florida Statutes 607.0704.

4. That CLASSIC CONSTRUCTION & DEVELOPMENT CORP. and CLASSIC CONSTRUCTION & DEVELOPMENT OF THE PALM BEACHES, INC., by and through their Shareholders and Directors, have each adopted the attached Plan of Merger, by Written Consent signed by all of them on July 23, 1997, to be effective Aug. 1, 1997.

ATTEST:

CLASSIC CONSTRUCTION &  
DEVELOPMENT CORP.

Karen L Becker  
KAREN BECKER, Secretary

BY: [Signature]  
GARY B. GUTTVEG, Its President

ATTEST:

CLASSIC CONSTRUCTION &  
DEVELOPMENT OF THE PALM  
BEACHES, INC.

Ramon Marte  
RAMON MARTE, Secretary

BY: [Signature]  
GARY B. GUTTVEG, Its President

STATE OF FLORIDA           )  
  ) SS  
COUNTY OF PALM BEACH    )

Before me appeared GARY B. GUTTVEG, President of CLASSIC CONSTRUCTION & DEVELOPMENT CORP. to me well known and personally known to me to be the person described in and who executed the foregoing instrument, and swore to and acknowledged before me that he executed said instrument for the purposes therein expressed, and who did not take an oath.

WITNESS my hand and official seal, this 23 day of July, 1997.

Marcy L. Horowitz  
Notary Public  
My Commission Expires:

STATE OF FLORIDA           )  
  ) SS  
COUNTY OF PALM BEACH    )



Marcy L. Horowitz  
MY COMMISSION # CC848789 EXPIRES  
May 13, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

Before me appeared GARY B. GUTTVEG, President, of CLASSIC CONSTRUCTION & DEVELOPMENT OF THE PALM BEACHES, INC., to me well known and personally known to me to be the person described in and who executed the foregoing instrument, and swore to and acknowledged before me that he executed said instrument for the purposes therein expressed, and who did not take an oath.

WITNESS my hand and official seal, this 23 day of July, 1997.

Marcy L. Horowitz  
Notary Public  
My Commission Expires:



Marcy L. Horowitz  
MY COMMISSION # CC848789 EXPIRES  
May 13, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

## PLAN OF MERGER

This Plan of Merger, to be effective as of Aug. 1, 1997, is executed by CLASSIC CONSTRUCTION & DEVELOPMENT CORP., a Florida corporation ("CCDC"), and CLASSIC CONSTRUCTION & DEVELOPMENT OF THE PALM BEACHES, INC., a Florida corporation ("CCDPBI").

1. The authorized capital stock of CCDC consists of 1,000 shares of \$1.00 par value common stock, of which 500 shares are issued and outstanding.
2. The authorized capital stock of CCDPBI consists of 10,000 shares of \$1.00 par value common stock, of which 1,000 shares are issued and outstanding.
3. The Boards of Directors of CCDC and CCDPBI, respectively, deem it desirable and in the best interest of said Corporations and their Shareholders that CCDPBI be merged into CCDC.
4. As soon as this Plan shall have been adopted and approved by the Shareholders of CCDC and CCDPBI, and the Articles of Merger shall have been signed and filed with the Florida Department of State, thereupon CCDPBI shall have been deemed to have merged within and into CCDC, which shall survive the merger, effective Aug. 1, 1997.
5. The Board of Directors of CCDC shall consist of Gary G. Guttveg and Richard Becker, and the principal officers of CCDC shall be as set forth below:

Gary B. Guttveg, President

Richard Becker, Vice-President

Stanley Collister, Treasurer

Ramon Marte, Secretary

Phil Tortorice, Asst. Secretary

6. Upon the effective date of the merger, each holder of a stock certificate representing share ownership in CCDPBI or CCDC shall be entitled, upon the surrender of such certificate, to receive and exchange therefor a certificate representing shares of common stock in CCDC, pursuant to the following share exchange schedule:

PRESENT SHAREHOLDINGS

	<u>CCDC</u>	<u>CCDPBI</u>
GARY B. GUTTVEG	250 shares	350 shares
RICHARD BECKER	250 shares	350 shares
STANLEY COLLISTER	-0- shares	200 shares
RAMON MARTE	-0- shares	100 shares
PHIL TORTORICE	-0- shares	-0- shares

POST-MERGER SHAREHOLDINGS

	<u>CCDC</u>	<u>CCDPBI</u> (non-existent)
GARY B. GUTTVEG	255 shares	
RICHARD BECKER	255 shares	
STANLEY COLLISTER	30 shares	
RAMON MARTE	15 shares	
PHIL TORTORICE	15 shares	

7. On the effective date of the merger, CCDPBI shall cease to exist separately and shall be merged with and into CCDC in accordance with the provisions of this Plan and with the

effect provided in the Florida Business Corporation Act. On the effective date of the merger, CCDC shall possess all of the rights, privileges, and powers formerly vested in CCDPBI. All property, real personal and mixed, and any debts of CCDPBI shall vest in CCDC.

In witness whereof, CCDC and CCDPBI have caused this Plan to be signed in their respective corporate names by their duly authorized Presidents and Secretaries, pursuant to unanimous consent of their respective Boards of Directors and Shareholders, all as of the effective date first above written.

ATTEST:

  
Secretary, KAREN BECKER

CLASSIC CONSTRUCTION & DEVELOPMENT  
CORP., a Florida corporation


BY:   
Its President, GARY B. GUTTVEG

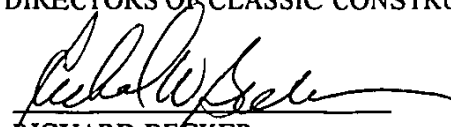
CLASSIC CONSTRUCTION & DEVELOPMENT OF  
THE PALM BEACHES, INC., a Florida corporation

BY:   
Its President, GARY B. GUTTVEG

  
Secretary, RAMON MARTE

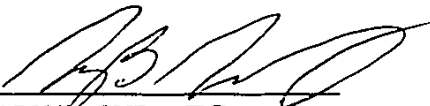
APPROVED BY SHAREHOLDERS AND DIRECTORS OF CLASSIC CONSTRUCTION &  
DEVELOPMENT CORP. :

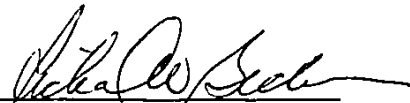
  
GARY B. GUTTVEG,  
Shareholder and Director

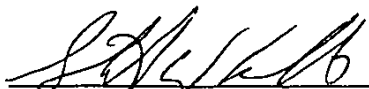
  
RICHARD BECKER,  
Shareholder and Director



APPROVED BY SHAREHOLDERS AND DIRECTORS OF CLASSIC CONSTRUCTION &  
DEVELOPMENT OF THE PALM BEACHES, INC.:

  
GARY B. GUTTVEG,  
Shareholder and Director

  
RICHARD BECKER,  
Shareholder and Director

  
STANLEY COLLISTER,  
Shareholder

  
RAMON MARTE,  
Shareholder

WRITTEN CONSENT FOR CORPORATE ACTION  
BY SHAREHOLDERS OF  
CLASSIC CONSTRUCTION & DEVELOPMENT CORP.

Pursuant to Florida Statutes Section 607.0704, the undersigned shareholders of CLASSIC CONSTRUCTION & DEVELOPMENT CORP., a Florida corporation (the "Corporation"), do hereby agree, consent to, adopt and order the following:

1. The undersigned, being all of the shareholders of the Corporation, hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirement that notice of such meeting be given.
2. The following resolutions are hereby adopted and approved:

RESOLVED, that the shareholders of the Corporation consent to the merger of CLASSIC CONSTRUCTION & DEVELOPMENT OF THE PALM BEACHES, INC. into the Corporation, such that the Corporation is the surviving entity pursuant to the Plan of Merger attached hereto, and it is

FURTHER RESOLVED, that GARY B. GUTTVEG and RICHARD BECKER, in their capacity as Shareholders of the Corporation, hereby direct GARY B. GUTTVEG, as President of the Corporation, to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions.

3. This Consent Resolution has been delivered to the Corporation this date.
4. The action contained herein shall be effective as of the date hereof.

Dated: July 23, 1997

SHAREHOLDERS:

  
\_\_\_\_\_  
GARY B. GUTTVEG

  
\_\_\_\_\_  
RICHARD BECKER

WRITTEN CONSENT FOR CORPORATE ACTION  
BY SHAREHOLDERS OF  
CLASSIC CONSTRUCTION & DEVELOPMENT OF THE PALM BEACHES, INC.

Pursuant to Florida Statutes Section 607.0704, the undersigned shareholders of CLASSIC CONSTRUCTION & DEVELOPMENT OF THE PALM BEACHES, INC., a Florida corporation (the "Corporation"), do hereby agree, consent to, adopt and order the following:

1. The undersigned, being all of the shareholders of the Corporation, hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirement that notice of such meeting be given.
2. The following resolutions are hereby adopted and approved:

RESOLVED, that the shareholders of the Corporation consent to the merger of the Corporation into CLASSIC CONSTRUCTION & DEVELOPMENT CORP., such that CLASSIC CONSTRUCTION & DEVELOPMENT CORP. is the surviving entity pursuant to the Plan of Merger attached hereto, and the separate corporate existence of this Corporation shall terminate; and it is

FURTHER RESOLVED, that GARY B. GUTTVEG, RICHARD BECKER, STANLEY COLLISTER AND RAMON MARTE, in their capacity as Shareholders of the Corporation, hereby direct GARY B. GUTTVEG, as President of the Corporation, to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions.

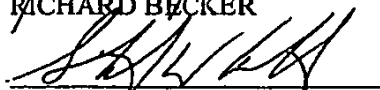
3. This Consent Resolution has been delivered to the Corporation this date.
4. The action contained herein shall be effective as of the date hereof.

Dated: July 23, 1997

SHAREHOLDERS:

  
\_\_\_\_\_  
GARY B. GUTTVEG

  
\_\_\_\_\_  
RICHARD BECKER

  
\_\_\_\_\_  
STANLEY COLLISTER

  
\_\_\_\_\_  
RAMON MARTE