

FROM : FLORIDA FILING

FAX NO. : 8502160460

May 11 2010 11:18AM P1/6

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000113811 3)))



H100001138113ABCQ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : FLORIDA FILING & SEARCH SERVICES
Account Number : T20000000189
Phone : (850) 216-0457
Fax Number : (850) 216-0460

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

RECEIVED

2010 MAY 11 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
RIDE-AWAY HANDICAP EQUIPMENT CORP.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 MAY 11 PM 3:01

APPROVED
AND
FILED

Merger
5/11/10
TL

H10000113811 3

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Ride-Away Handicap Equipment Corp.</u>	<u>New Hampshire</u>	<u>N/A</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>R.A. Handicap Motors, Inc.</u>	<u>Florida</u>	<u>PO8000100787</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR X / X / X (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on April 16, 2010 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on April 16, 2010 and shareholder approval was not required.

(Attach additional sheets if necessary)

H10000113811 3

10 MAY 11
SECRETARY OF
TALLAHASSEE, FL

Seventh: SIGNATURES FOR EACH CORPORATION

Typed or Printed Name of Individual & Title

Mark S. Lore, President

Mark S. Lore, President

H10000113811 3

EXHIBIT A**PLAN OF MERGER**

This Plan of Merger adopted this 16th day of April, 2010 by and between R.A. Handicap Motors, Inc., a Florida corporation (hereinafter called "Merged Corporation"), and Ride-Away Handicap Equipment Corp., a New Hampshire corporation (hereinafter called "Surviving Corporation") (collectively referred to as "Corporations").

WHEREAS, the Merged Corporation is a wholly owned Subsidiary of the Surviving Corporation.

WHEREAS, the Boards of Directors of the Merged Corporation and the Surviving Corporation pursuant to New Hampshire RSA 293-A:11.04 and Title XXXVI, Section 607.1104 of Florida Statutes deem it advisable and generally to the advantage and welfare of the respective corporations if the operations of the Merged Corporation were merged with those of the Surviving Corporation under and pursuant to the provisions of the New Hampshire Business Corporation Act and the Florida Statutes (the "Merger");

WHEREAS, the Merger has been approved by vote of the Boards of Directors of the Surviving Corporation as permitted by law as a merger of a subsidiary corporation;

NOW THEREFORE, in consideration of the covenants and mutual agreements herein contained, and by the mutual benefits herein provided, this Plan of Merger is hereby adopted to the merger of the corporations into a single corporation, as follows:

1. Merger. The Merged Corporation shall be and hereby is merged with and into the Surviving Corporation.

2. Florida Disclosure of Dissenter's Rights. If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

3. Effective Date. The effective date of Merger shall be the date the Articles of Merger are filed with the Florida Secretary of State ("Effective Time").

4. Surviving Corporation and Name. The Surviving Corporation shall survive the Merger herein contemplated and shall continue to be governed by the laws of the State of New Hampshire, but the separate corporate existence of the Merged Corporation shall cease forthwith upon the Effective Date. The name of the Surviving Corporation is and shall continue to be Ride-Away Handicap Equipment Corp., and its principal place of business shall be at 54 Wentworth Avenue, Londonderry, New Hampshire 03053.

H10000113811 3

H10000113811 3

5. Objects and Purposes. The objects and purposes of the Surviving Corporation shall be the same as presently contained in the Articles of Incorporation of the Surviving Corporation.

6. By-Laws and Articles of Incorporation. The By-Laws and Articles of Incorporation of the Surviving Corporation shall be the present By-Laws and Articles of Incorporation of Ride-Away Handicap Equipment Corp. which have been duly adopted according to applicable law, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

7. Treatment of Stock. All issued and outstanding capital stock of the Merged Corporation shall be canceled and no additional shares of the Surviving Corporation shall be issued in respect thereof. The amount and number of shares of stock of the Surviving Corporation outstanding immediately prior to the Effective Date shall remain the same upon the Effective Date.

8. Rights and Liabilities.

(a) At and after the Effective Date, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of the Merged Corporation. All debts due the Merged Corporation on whatever account shall be vested in the Surviving Corporation. All claims, demands, property, rights, privileges, powers and franchises and every other interest of the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Merged Corporation. All debts, liabilities and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it, and the Surviving Corporation shall otherwise have all of the rights of a surviving corporation pursuant to New Hampshire RSA 293-A:11.06.

(b) All corporate acts, plans, policies, contracts, approvals and authorizations of the Merged Corporation, its board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to the Merged Corporation.

9. Further Assurance of Title. As and when requested by the Surviving Corporation or by its successors or assigns, the Merged Corporation will execute and deliver, or cause to be executed and delivered, all deeds and instruments, and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired by the Surviving Corporation by reason or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and directors of the Merged Corporation and the officers and directors of the Surviving Corporation are fully authorized to take any and all such action.

H10000113811 3

10. Officers and Directors. The officers and directors of the Surviving Corporation following the Effective Date shall be the present duly elected officers and directors of the Surviving Corporation and they shall hold office until the next annual meeting of the Surviving Corporation or until their respective successors are elected and duly qualified.

11. Execution. The proper officers of the Merged Corporation and the Surviving Corporation shall make, execute, and file under the corporate seal of the respective corporations whatever certificates and documents are required by the laws of the State of Florida and State of New Hampshire and shall do all acts and things which may be in any way necessary or proper to effect such Merger.

H10000113811 3