



# GO9600

ACCOUNT NO. : 072100000032

REFERENCE : 652440 4343687

AUTHORIZATION :

COST LIMIT : \$ PREPAID

97 DEC 30 AM 11:22  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 652440-005

CUSTOMER NO: 4343687

300002385883--7  
-12/30/97--01049--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Alan S. Gassman, Esq  
Gassman & Conetta, P.A.  
Suite 102  
1245 Court Street  
Clearwater, FL 33756

EFFECTIVE DATE  
12-31-97

ARTICLES OF MERGER

YUPPIE EURO, INC.

INTO

DAMRON AUTO PARTS, INC.

RECEIVED  
97 DEC 30 AM 10:51  
CLERK OF COURT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

Called DANIEL L. - stamp copy only

Merges  
leggett  
12/31/97

G09600

ARTICLES OF MERGER  
Merger Sheet

MERGING:

YUPPIE EURO, INC., a Florida corporation, document number K35645

INTO

DAMRON AUTO PARTS, INC., a Florida corporation, G09600.

File date: December 30, 1997 , effective December 31, 1997

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED

98 JAN -7 AM 9:12

DIVISION OF CORPORATION

December 30, 1997

CSC  
DANIEL LEGGETT  
TALLAHASSEE, FL

SUBJECT: DAMRON AUTO PARTS, INC.  
Ref. Number: G09600

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for DAMRON AUTO PARTS, 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 registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 897A00060857

**ARTICLES OF MERGER  
OF  
YUPPIE EURO, INC.  
INTO  
DAMRON AUTO PARTS, INC.**

**FILED**  
97 DEC 30 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**EFFECTIVE DATE**  
3-9-97

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned Corporations, YUPPIE EURO, INC., a Florida Corporation, and DAMRON AUTO PARTS, INC., a Florida Corporation, adopt the following Articles of Merger for the purpose of merging YUPPIE EURO, INC. into DAMRON AUTO PARTS, INC.:

**Plan of Merger**

1. The Plan of Merger setting forth the terms and conditions of the merger of YUPPIE EURO, INC. into DAMRON AUTO PARTS, INC. is attached to these Articles as an Exhibit and incorporated herein by reference. DAMRON AUTO PARTS, INC. shall be the Surviving Corporation.

**Adoption of Plan**

2. There are one thousand (1,000) shares of common stock, each of \$1.00 par value of DAMRON AUTO PARTS, INC. issued and outstanding that were entitled to vote on the Plan of Merger. One thousand (1,000) shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger, at a special meeting of the Shareholders of DAMRON AUTO PARTS, INC. held on December 29, 1997 to be effective December 31, 1997.

3. The Plan of Merger was approved by the Board of Directors of DAMRON AUTO PARTS, INC. at a special meeting of the Board held on December 29, 1997 to be effective December 31, 1997.

4. There are one thousand (1,000) shares of common stock, each of \$1.00 par value of YUPPIE EURO, INC. issued and outstanding that were entitled to vote on the Plan of Merger. One thousand (1,000) shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger at a special meeting of the Shareholders of YUPPIE EURO, INC. held on December 29, 1997 to be effective December 31, 1997.

5. The Plan of Merger was approved by the Board of Directors of YUPPIE EURO, INC. at a special meeting of the Board held on December 29, 1997 to be effective December 31, 1997.

**Effective Date**

6. The Plan of Merger shall be effective December 31, 1997.

**IN WITNESS WHEREOF**, each of the undersigned Corporations have caused these Articles of Merger to be signed this 29th day of December, 1997 to be effective December 31, 1997.

YUPPIE EURO, INC.

By:   
ALAN S. GASSMAN

Its: Assistant Vice President

DAMRON AUTO PARTS, INC.

By:   
ALAN S. GASSMAN

Its: Assistant Vice President

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**AGREEMENT OF MERGER AND  
PLAN OF REORGANIZATION  
MERGING  
YUPPIE EURO, INC.  
INTO  
DAMRON AUTO PARTS, INC.**

**THIS AGREEMENT** of Merger and Plan of Reorganization is made effective December 31, 1997, by and between YUPPIE EURO, INC., a Florida Corporation (the "Merging Corporation"), and DAMRON AUTO PARTS, INC., a Florida Corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

**WHEREAS**, the principal and registered office of the Surviving Corporation is in the State of Florida, located at Post Office Box 2349, Highway 486, Crystal River, FL 32629-2349, Citrus County, Florida, its Registered Agent being ALAN S. GASSMAN, whose address is 1245 Court Street, Suite 102, Clearwater, Florida 33756; and

**WHEREAS**, the principal and registered office of the Merging Corporation is in the State of Florida, located at Post Office Box 2349, Highway 486, Crystal River, FL 32629-2349, Citrus County, Florida, its Registered Agent being ALAN S. GASSMAN, whose address is 1245 Court Street, Suite 102, Clearwater, Florida 33756; and

**WHEREAS**, the authorized capital stock of the Surviving Corporation consists of one thousand (1,000) shares of common stock at \$1.00 par value; and

**WHEREAS**, the Merging Corporation is currently wholly owned by the same Shareholders who own all of the stock of the Surviving Corporation; and

**WHEREAS**, the Directors of the Constituent Corporations deem it advisable and to the advantage of the Corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of providing for more efficient operations of the business and saving professional costs.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below:

## ARTICLE I

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single Corporation. The surviving Corporation shall be the Corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the effective date of this Agreement which is December 31, 1997.

## ARTICLE II

The mode of carrying the merger into effect shall be as follows:

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the same Shareholders and in the same proportion as the stock of the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the Stockholders after the effective date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the effective date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

## ARTICLE III

Pursuant to applicable Statutory provisions, this Agreement shall be submitted separately to the Shareholders of the Constituent Corporations in the manner provided by the laws of the State of Florida for approval.

## ARTICLE IV

This Agreement of Merger and Plan of Reorganization shall be effective December 31, 1997.

**IN WITNESS WHEREOF**, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Assistant Vice Presidents who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.

YUPPIE EURO, INC.

By: 

ALAN S. GASSMAN

Its: Assistant Vice President

DAMRON AUTO PARTS, INC.

By:  \_\_\_\_\_

ALAN S. GASSMAN

Its: Assistant Vice President

This instrument was prepared by GASSMAN & CONETTA, P.A., whose address is 1245 Court Street, Suite 102, Clearwater, Florida 34616.

Damron\Merger\Agreement.Mer  
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**ACCEPTANCE BY REGISTERED AGENT**

**THE UNDERSIGNED**, ALAN S. GASSMAN, being the Registered Agent of DAMRON AUTO PARTS, INC. (the Surviving Corporation) and YUPPIE EURO, INC. (the Merging Corporation) does hereby consent to and approve the merger of YUPPIE EURO, INC. into DAMRON AUTO PARTS, INC. which merger is to be effective December 31, 1997.

**IN WITNESS WHEREOF**, the undersigned has executed this Acceptance by Registered Agent this 31st day of December, 1997.

  
ALAN S. GASSMAN