

**MUCHNICK
WASSERMAN
& DOLIN**

Attorneys At Law
A Partnership of Professional Associations

G 47578

Sanford L. Muchnick, P.A.
Jeffrey P. Wasserman, P.A.
Susan L. Dolin, P.A.
Daniel R. Levine, P.A.

Adam S. Chotiner
Andrea L. Cohan
Merle Litman (1926-1977)

April 7, 1999

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

EFFECTIVE DATE
4-1-99

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-04/12/99--01099--007
*****70.00 *****70.00

**Re: Articles of Merger of CERTIFIED TRUCK & TIRE SERVICE, INC.
and BROWARD GEAR & DRIVELINE, INC.**

Dear Sir or Madam:

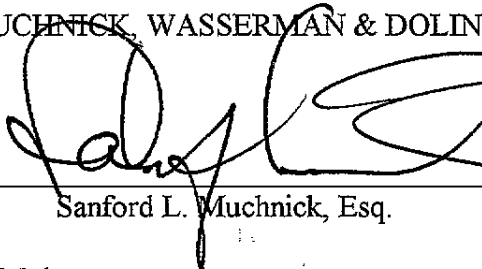
Enclosed herewith please find the original and one copy of Articles of Merger and Merger Agreement and Plan with regard to the above referenced corporations, together with our firm's check in the amount of \$70.00 representing the filing fee.

Kindly process the Articles of Merger and Merger Agreement and Plan and return one copy with the filing date stamped on it, in the envelope provided herein.

Thank you for your courtesy and cooperation in this regard.

Very truly yours,

MUCHNICK, WASSERMAN & DOLIN

By 
Sanford L. Muchnick, Esq.

SLM:dp
Enclosure

FILED
99 APR 22 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
4/23

Reply to:

Hollywood Office • Presidential Circle

4000 Hollywood Boulevard • Suite 620 North • Hollywood, Florida 33021
Broward (954) 989-8100 • Dade (305) 624-9100 • Fax (954) 989-8700

Boca Raton Office • 1 Boca Place

2255 Glades Road • Suite 200 East • Boca Raton, Florida 33431
Boca Raton (561) 989-0054 • Broward (954) 989-8100 • Fax (561) 989-3234

E-mail: mwdlaw@aol.com

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CERTIFIED TRUCK AND TIRE SERVICE, INC., a Florida corporation, document
number 462720

INTO

BROWARD GEAR & DRIVELINE, INC., a Florida corporation, G47578.

File date: April 22, 1999 , effective July 1, 1999

Corporate Specialist: Karen Gibson

**MUCHNICK
WASSERMAN
& DOLIN**

Attorneys At Law
A Partnership of Professional Associations

Sanford L. Muchnick, P.A.
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Susan L. Dolin, P.A.
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Merle Litman (1926-1977)

April 21, 1999

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

Attn: Karen Gibson, Corporate Specialist

**Re: Articles of Merger of CERTIFIED TRUCK & TIRE SERVICE, INC.
and BROWARD GEAR & DRIVELINE, INC.
Your Letter Number: 899A00019355**

Dear Ms. Gibson:

Pursuant to your letter dated April 15, 1999 (copy enclosed), enclosed herewith please find the corrected original and one copy of Articles of Merger and Merger Agreement and Plan with regard to the above referenced corporations.

Kindly process the Articles of Merger and Merger Agreement and Plan and return one copy with the filing date stamped on it, in the envelope provided herein.

Should you need anything further, please call me. Thank you for your courtesy and cooperation in this regard.

Very truly yours,

MUCHNICK, WASSERMAN & DOLIN

By 

Sanford L. Muchnick, Esq.

SLM:dp
Enclosure

Reply to:

Hollywood Office • Presidential Circle

4000 Hollywood Boulevard • Suite 620 North • Hollywood, Florida 33021
Broward (954) 989-8100 • Dade (305) 624-9100 • Fax (954) 989-8700

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E-mail: mwdlaw@aol.com



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 15, 1999

SANFORD L. MUCHNICK, ESQ.
MUCHNICK, WASSERMAN & DOLIN
4000 HOLLYWOOD BLVD., SUITE 620 NORTH
HOLLYWOOD, FL 33021

SUBJECT: BROWARD GEAR & DRIVELINE, INC.
Ref. Number: G47578

We have received your document for BROWARD GEAR & DRIVELINE, 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 NAME OF THE MERGING CORPORATION SHOULD BE LISTED AS ON THE ENCLOSED COMPUTER PRINT-OUT. THE WORD "AND" IS SPELLED OUT. THE ABBREVIATED SYMBOL IN NOT CORRECT. PLEASE CORRECT THE NAME THROUGHOUT THE DOCUMENTS.

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: 899A00019355

EFFECTIVE DATE
7-1-99

FILED
99 APR 22 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Pursuant to the provisions of Section 607.1109, Florida Statutes, **CERTIFIED TRUCK AND TIRE SERVICE, INC.** and **BROWARD GEAR & DRIVELINE, INC.** have adopted the following Articles of Merger for the purposes of combining the undersigned corporations:

The Merger Agreement, incorporated herein as Exhibit "A", was approved by stockholders of **CERTIFIED TRUCK AND TIRE SERVICE, INC.** and **BROWARD GEAR & DRIVELINE, INC.** in the manner prescribed by Statute.

The effective date of the merger of **CERTIFIED TRUCK AND TIRE SERVICE, INC.**, into **BROWARD GEAR & DRIVELINE, INC.** is to be July 1, 1999.

IN WITNESS WHEREOF, the Directors of **BROWARD GEAR & DRIVELINE, INC.**, and the Directors of **CERTIFIED TRUCK AND TIRE SERVICE, INC.** have executed these Articles of Merger under their respective corporate seals on this 6th day of April, 1999.

Witnesses: **BROWARD GEAR & DRIVELINE, INC., a Florida corporation**

Dania Perez
Print Name: DANIA PEREZ
Robert L. Meadrick
Print Name: Robert L. Meadrick

Directors:
Clayton R. Van Camp

CERTIFIED TRUCK AND TIRE SERVICE, INC., a Florida corporation

Dania Perez
Print Name: DANIA PEREZ
Robert L. Meadrick
Print Name: Robert L. Meadrick

Directors:
Clayton R. Van Camp

STATE OF FLORIDA }

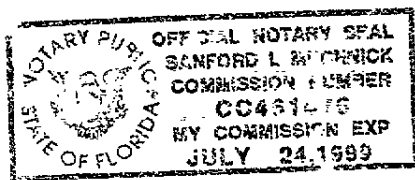
COUNTY OF BROWARD }§

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, DANNY VAN CAMP

_____, as
Directors of **BROWARD GEAR & DRIVELINE, INC.**, and of **CERTIFIED TRUCK AND TIRE SERVICE, INC.**, respectively, who are personally known to me to be the persons described in, and who signed and executed the foregoing Articles of Merger, and acknowledged the execution thereof to be their free act and deed for the uses, purposes, and objects therein mentioned.

- Personally known.
- Produced _____ as identification.



[Handwritten Signature]

Notary Public, State of Florida

Print Name: Sanford L. Muehlenick

Dated: April 6, 1999

My Commission Expires:

MERGER AGREEMENT AND PLAN

This is a Merger Agreement and Plan made on April 6, 1999, between **CERTIFIED TRUCK AND TIRE SERVICE, INC.**, a corporation organized and existing under the laws of the State of Florida, and **BROWARD GEAR & DRIVELINE, INC.**, a corporation organized and existing under the laws of the State of Florida.

RECITALS:

1. The total number of shares of stock which **BROWARD GEAR & DRIVELINE, INC.** is authorized to issue is one hundred (100) shares.
2. The total number of shares of stock which **CERTIFIED TRUCK AND TIRE SERVICE, INC.** is authorized to issue is one hundred (100) shares.
3. The Boards of Directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that **CERTIFIED TRUCK AND TIRE SERVICE, INC.** be merged into **BROWARD GEAR & DRIVELINE, INC.**

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree that **CERTIFIED TRUCK AND TIRE SERVICE, INC.** shall be merged into **BROWARD GEAR & DRIVELINE, INC.** as a single corporation.

SECTION 1

BROWARD GEAR & DRIVELINE, INC. TO BE SURVIVING CORPORATION

CERTIFIED TRUCK AND TIRE SERVICE, INC. shall be merged into **BROWARD GEAR & DRIVELINE, INC.** and the corporate existence of **CERTIFIED TRUCK AND TIRE SERVICE, INC.** shall cease and the corporate existence of **BROWARD GEAR & DRIVELINE, INC.** shall continue under the name **BROWARD GEAR & DRIVELINE, INC.**, and **BROWARD GEAR & DRIVELINE, INC.** shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and **BROWARD GEAR & DRIVELINE, INC.** shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if **BROWARD GEAR & DRIVELINE, INC.** had itself incurred them.

SECTION 2

PRINCIPAL OFFICE

The principal office of **BROWARD GEAR & DRIVELINE, INC.** shall remain the principal office of the corporation following this merger.

SECTION 3

OBJECTS AND PURPOSES

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger, are as follows: The manufacture and sale of automotive parts and the service of motor vehicles.

SECTION 4

ARTICLES OF INCORPORATION

The Articles of Incorporation of **BROWARD GEAR & DRIVELINE, INC.**, insofar as not inconsistent with this Agreement of Merger, shall remain the Articles of Incorporation of the corporation following the merger.

SECTION 5

BY-LAWS

The present By-Laws of **BROWARD GEAR & DRIVELINE, INC.**, insofar as not inconsistent with this Agreement of Merger, shall be the By-Laws of the corporation following the merger until altered, amended, or repealed as therein provided.

SECTION 6

NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the persons who shall constitute the Board of Directors of **BROWARD GEAR & DRIVELINE, INC.**, following merger, and who shall hold office until the first annual meeting of the shareholders of **BROWARD GEAR & DRIVELINE, INC.** following merger, are as follows:

Danny Van Camp, 211 S.W. 29th Street, Fort Lauderdale, FL 33315.

SECTION 7

METHOD OF CONVERTING SHARES

Immediately upon this Agreement of Merger becoming effective, the shares of the constituent

corporations, shall, without any other action on the part of their respective shareholders thereof, become and be converted into shares of stock of **BROWARD GEAR & DRIVELINE, INC.**, as follows: Each one-half (1/2) share of the constituent corporation shall become one (1) full share of **BROWARD GEAR & DRIVELINE, INC.**

SECTION 8

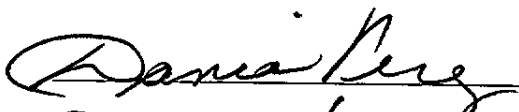
SUBMISSION TO STOCKHOLDERS - EFFECTIVE DATE

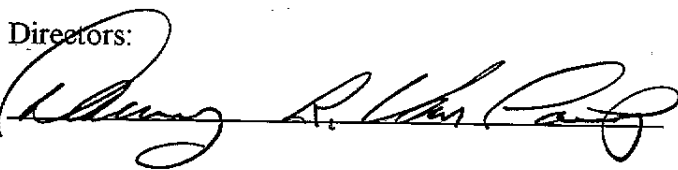
This Agreement shall be submitted to the stockholders of the constituent corporations in the manner provided by Section 607.1103, Florida Statutes, and if the votes of stockholders of each such corporation representing fifty-one percent (51%) of the total number of shares of its capital stock shall be in favor of the adoption of this Agreement, it shall take effect as the Agreement of Merger of the constituent corporations on the date on which it is filed in the office of the Secretary of State of the State of Florida together with evidence of its adoption as required by law.

IN WITNESS WHEREOF, the Directors of **BROWARD GEAR & DRIVELINE, INC.**, and the Directors of **CERTIFIED TRUCK AND TIRE SERVICE, INC.** have executed this Agreement under their respective corporate seals on the day and year first above written.

Witnesses:

BROWARD GEAR & DRIVELINE, INC., a Florida corporation

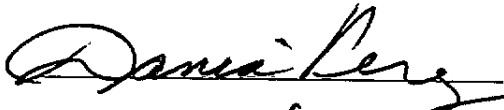


Directors: 

Print Name: DANIELA PEREZ

Print Name: Douglas H. Muehlwied

CERTIFIED TRUCK AND TIRE SERVICE, INC., a Florida corporation



Directors: 

Print Name: DANIELA PEREZ

Print Name: Douglas H. Muehlwied

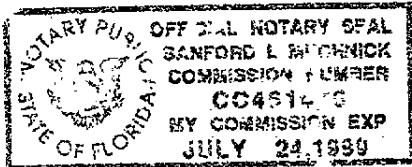
STATE OF FLORIDA }
 }§
COUNTY OF BROWARD }

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, DANNY VAN CAMP

_____, as Directors of **BROWARD GEAR & DRIVELINE, INC.**, and of **CERTIFIED TRUCK AND TIRE SERVICE, INC.**, respectively, who are personally known to me to be the persons described in, and who signed and executed the foregoing Merger Agreement, and acknowledged the execution thereof to be their free act and deed for the uses, purposes, and objects therein mentioned.

- Personally known.
- Produced _____ as identification.



A large, stylized handwritten signature in black ink, appearing to read "Sanford L. Muehnik".

Notary Public, State of Florida

Print Name: Sanford L. Muehnik

Dated: April 6, 1999

My Commission Expires: