

Division of Corporations

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Colo0000889**Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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To:

Division of Corporations 4063
Fax Number : (850) 922-4000

From:

Account Name : JAMES SCHWARTZ
Account Number : I19990000271
Phone : (727) 441-3334
Fax Number : (727) 441-9395

MERGER OR SHARE EXCHANGE**EASTERN FLEET ACQUISITION, LLC**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 06 |
| Estimated Charge | \$87.50 |

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TALLAHASSEE, FLORIDA

Feb 27 01 12:37p James Schwartz 727-584-2665
(850) 487-6013 02/22/01 15:31 Fl Dept of State pl /1

P.1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 22, 2001

EASTERN FLEET REMARKETING, LLC
11522 SEMINOLE BLVD.
LARGO, FL 33778

SUBJECT: EASTERN FLEET REMARKETING, LLC
REF: L01000000889

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet

The name of the surviving entity must be the same name that reflects on our records.

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) 487-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H01000019725
Letter Number: 701A00011243

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER
Merger Sheet

MERGING:

EASTERN FLEET REMARKETING, INC. A FLORIDA ENTITY

into

EASTERN FLEET REMARKETING, LLC, a Florida entity L01000000889

File date: February 27, 2001

Corporate Specialist: Agnes Lunt

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with sections 607.1109 and 608.4382 Florida Statutes.

FIRST: MERGING ENTITY: The exact name, street address of the principal office, jurisdiction for the merging entity is:

Eastern Fleet Remarketing, Inc. , a Florida corporation
7249 Ulmerton Road
Suite C
Largo, FL 33771

FEI # 592696369

FL Doc. # J23647 filed on 7/11/86

SECOND: SURVIVING ENTITY: The exact name, street address of the principal office,

jurisdiction for the surviving entity is:

Eastern Fleet Remarketing, LLC, a Florida limited liability company
11522 Seminole Blvd.
Largo, FL 33778

FEI # applied for

FL. Doc. # L01000000889 filed on 1/18/01

THIRD: PLAN OF MERGER: The attached Plan of Merger meets with the requirements

of sections 607.1108 and 608.438 of Florida Statutes, has been duly approved by each of the aforementioned entities, and has been approved by each shareholder and member of each entity. .

FOURTH: NO PROHIBITIONS: There are no prohibitions, statutory or contractual, which prohibit this merger.

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FIFTH: MANAGEMENT: The surviving limited liability company shall be managed by

KMM Management, LLC, a Florida limited liability company
11522 Seminole Blvd.
Largo, FL 33778

SIXTH: EFFECTIVE DATE: The effective date of this merger shall be the date it is
filed

with the Florida Department of State.

Dated: February 16, 2001

Eastern Fleet Remarketing, Inc.

By: Kevin M. McGrath
Kevin M. McGrath, President

Eastern Fleet Remarketing, LLC

By: Kevin M. McGrath
Kevin McGrath, Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION MERGING
Eastern Fleet Remarketing, Inc.
INTO
Eastern Fleet Remarketing, LLC**

THIS AGREEMENT of Merger and Plan of Reorganization is made on February 16, 2001, by and between Eastern Fleet Remarketing, Inc., a Florida corporation, and Eastern Fleet Remarketing, LLC, a Florida Limited Liability Company. The Merging and Surviving Entities are sometimes referred to in this Agreement as the "Constituent Entities."

WHEREAS, the principal and registered office of the Surviving Limited Liability Company is in the State of Florida located at 11522 Seminole Boulevard, Largo, Florida 33778, in Pinellas County.

WHEREAS, the principal and registered office of the Merging Corporation is in the State of Florida located at 11522 Seminole Boulevard, Largo, Florida 33778, in Pinellas County.

WHEREAS, the Directors and Members of the Constituent Entities deem it advisable and to the advantage of the Entities that the Merging Corporation be merged into the Surviving Limited Liability Company on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida for the purpose of operating as a limited liability company.

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

ARTICLE I

The Constituent Entities hereby agree that the Merging Entity shall be merged with and into the Surviving Limited Liability Company, and the Merging Corporation and the Surviving Limited Liability Company shall be a single entity. The Surviving Limited Liability Company shall be the entity continuing after the merger, and the separate existence of the Merging Corporation shall cease on the Effective Date of this Agreement.

ARTICLE II

The mode of carrying the merger into effect shall be as follows: Since Kevin M. McGrath owns all of the outstanding capital stock of the Merging Corporation and is the sole member of the surviving entity, no additional membership need be issued by the Surviving Limited Liability. The

Telephone: (727)441-3334
Fax: (727) 441-9395

James Schwartz
325 N. Garden Ave.
Clearwater, Florida 33755

Agreement of Merger and
Plan of Reorganization Merging
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certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the Effective Date. The then outstanding membership roster of the Surviving Limited Liability Company shall be unaffected by the merger and shall continue to constitute all of the outstanding membership in the Surviving Limited Liability Company.

ARTICLE III

This merger has acquired the approval of the members of the Surviving Limited Liability Company and all the shareholders of the Merging Corporation. The conditions of the applicable statutes of the State of Florida have been complied with as follows:



- a) All of the outstanding shares of capital stock of the Merging Corporation are currently owned, and on the Effective Date of this merger will be owned, by the Surviving Limited Liability Company.
- b) This Agreement does not conflict with or make any changes in the Articles of Incorporation or the Bylaws of the Merging Corporation or the Articles of Organization or Operating Agreement of the Surviving Limited Liability Company.
- c) Notice of the merger has been given to the shareholders of the Merging Corporation and the members of the Surviving Limited Liability Company.

ARTICLE IV

This Agreement of Merger and Plan or Reorganization shall become effective on the date it is filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed to this Agreement, by their respective Chief Executive Officers and Secretaries, who are duly authorized by the respective Boards of Directors of each of the Constituent Entities.

Signed, sealed and delivered in the presence of the following witnesses:



State of Florida

"SURVIVING LIMITED LIABILITY COMPANY"

Eastern Fleet Remarketing, LLC

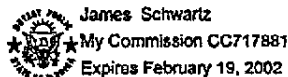
BY: 
Kevin M. McGrath, Sole Member

Fax Audit No.: H01000019725 0

County of Pinellas

The foregoing instrument was acknowledged before me this 2/16/01, 2001, by Kevin M. McGrath, Sole Member of Eastern Fleet Remarketing, LLC, a Florida Limited Liability Company, who signed the foregoing instrument on behalf of the entity. He produced Florida Driver's License for identification, and (did) (did not) take an oath.

(SEAL)



Notary Public - State of Florida

ATTESTED TO in the
presence of the following witnesses:

Sue Ann McDaniel
James Schwartz

State of Florida
County of Pinellas

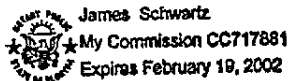
Kevin M. McGrath
Kevin M. McGrath, Secretary

FILED

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The foregoing instrument was acknowledged before me this 2/16/01, 2001, by Kevin M. McGrath, Secretary of the Florida Limited Liability Company. He produced Florida Driver's License for identification, and (did) (did not) take an oath.

(SEAL)



Notary Public - State of Florida

Signed, sealed and delivered in the
presence of the following witnesses:

Sue Ann McDaniel
James Schwartz

"MERGING CORPORATION"
Eastern Fleet Remarketing, Inc.

BY: Kevin M. McGrath
Kevin M. McGrath, President

Telephone: (727) 441-3334
Fax: (727) 441-9396

James Schwartz
325 N. Garden Ave.
Clearwater, Florida 33755

Agreement of Merger and
Plan of Reorganization Merging
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State of Florida
County of Pinellas

The foregoing instrument was acknowledged before me this 2/16/01, 2001, by Kevin M. McGrath, President of Eastern Fleet Remarketing, Inc., a Florida corporation, who signed the foregoing instrument on behalf of the corporation. He produced Florida Driver's License for identification, and (did) (did not) take an oath.

(SEAL)



James Schwartz
My Commission CC717881
Expires February 19, 2002

James Schwartz
Notary Public - State of Florida

ATTESTED TO in the
presence of the following witnesses:

Sue Ann McDowell
James Schwartz

State of Florida
County of Pinellas

Kevin M. McGrath
Kevin M. McGrath, Secretary

01 FEB 27 PM 4:09
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 2/16/01, 2001, by Kevin M. McGrath, Secretary of Eastern Fleet Remarketing, Inc., a Florida corporation, who signed the foregoing instrument on behalf of the corporation.. He produced Florida Driver's License for identification, and (did) (did not) take an oath.

(SEAL)



James Schwartz
My Commission CC717881
Expires February 19, 2002

James Schwartz
Notary Public - State of Florida