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CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

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\*\*\*\*140.00 \*\*\*\*140.00

CORPORATION(S) NAME

Merger

FILED  
99 SEP 28 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ALLRIGHT MIAMI, INC. ET AL

EFFECTIVE DATE  
10/1/99

Merging INTO:

Central Banking System of Florida, INC.

- Profit
- NonProfit
- Foreign
- LLC
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other UCC Filing
- Change of R.A.
- EIC Name
- CUS
- After 4:30
- Pick Up

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TALLAHASSEE, FLORIDA

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9/28

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Jeffrey Butterfield

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ALLRIGHT MIAMI, INC., a Florida corporation 150889

ALLRIGHT WEST PALM BEACH, INC., a Florida corporation 179021

ALLRIGHT FLORIDA, INC., a Florida corporation 189439

into

**CENTRAL PARKING SYSTEM OF FLORIDA, INC.**, a Tennessee entity  
P00480

File date: September 28, 1999 , effective October 1, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE  
10/1/99

FILED  
99 SEP 28 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Allright Miami, Inc.</u> <u>2401 21st Avenue South, Suite 200</u> <u>Nashville, TN 37212</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>150889</u>		FEI Number: <u>74-1054161</u>
2. <u>Allright West Palm Beach, Inc.</u> <u>2401 21st Avenue South, Suite 200</u> <u>Nashville, TN 37212</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>179021</u>		FEI Number: <u>74-1203799</u>
3. <u>Allright Florida, Inc.</u> <u>2401 21st Avenue South, Suite 200</u> <u>Nashville, TN 37212</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>189439</u>		FEI Number: <u>59-0761977</u>
4. _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____

*(Attach additional sheet(s) if necessary)*

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Central Parking System of Florida, Inc.</u> <u>2401 21st Avenue South, Suite 200</u> <u>Nashville, TN 37212</u>	<u>Tennessee</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>P00480</u>		FEI Number: <u>62-1190082</u>

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381 (2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:  
The date the Articles of Merger are filed with Florida Department of State

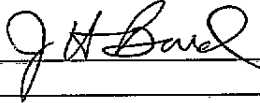


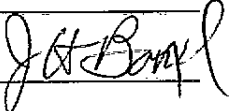
**OR**  
October 1, 1999

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

*(Note: Please see instructions for required signatures.)*

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Allright Miami, Inc.</u>		<u>James H. Bond, President</u>
<u>Allright West Palm Beach, Inc.</u>		<u>James H. Bond, President</u>
<u>Allright Florida, Inc.</u>		<u>James H. Bond, President</u>
<u>Central Parking System of Florida, Inc.</u>		<u>James H. Bond, President</u>

*(Attach additional sheet(s) if necessary)*

**PLAN OF MERGER**  
**OF**  
**ALLRIGHT MIAMI, INC.**  
**(a Florida corporation)**  
**AND**  
**ALLRIGHT WEST PALM BEACH, INC.**  
**(a Florida corporation)**  
**AND**  
**ALLRIGHT FLORIDA, INC.**  
**(a Florida corporation)**  
**AND**  
**CENTRAL PARKING SYSTEM OF FLORIDA, INC.**  
**(a Tennessee corporation)**

THIS PLAN OF MERGER is adopted by Central Parking System of Florida, Inc., a business corporation organized under the laws of Tennessee ("**Central**"), by resolution of its sole director on September 21, 1999 and the unanimous written consent of its shareholders on September 21, 1999, and adopted by Allright Miami, Inc., Allright West Palm Beach, Inc., and Allright Florida, Inc., each a business corporation organized under the laws of Florida (collectively, "**Allright**"), by resolution of its sole director on September 21, 1999 and the unanimous written consent of its shareholders on September 21, 1999.

1.1 **The Merger.** Upon the terms and conditions set forth in this Plan of Merger, and in accordance with the Florida Business Corporation Act and the Tennessee Business Corporation Act (collectively, the "**Merger Laws**"), Allright Miami, Inc., Allright West Palm Beach, Inc., and Allright Florida, Inc., shall be merged with and into Central at the Effective Time (as defined in paragraph 1.2). At the Effective Time, the separate corporate existence of Allright shall cease, and Central shall continue as the surviving corporation (the "**Surviving Corporation**") (Central and Allright are sometimes referred to collectively herein as the "**Constituent Corporations**").

1.2 **Effective Time.** Subject to the provisions of this Plan of Merger, the parties shall file articles of merger (the "**Articles of Merger**") executed in accordance with the relevant provisions of the Merger Laws and shall make all other filings or recordings required under the Merger Laws. The Merger shall become effective at the time of filing the Articles of Merger with the Secretary of State of the Constituent Corporations (the "**Effective Time**").

1.3 **Effect of the Merger.** The Merger shall have the effects of a merger as set forth in the Merger Laws. Without limiting the foregoing, at and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions and all

other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property, rights, privileges, powers and franchises of the Surviving Corporation as they were of the Constituent Corporations; and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations shall be thereafter vested in the Surviving Corporation and shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts and liabilities had been incurred by it.

2.1 **Effect on Capital Stock.** As of the Effective Time, by virtue of the Merger:

a. **Central Common Stock.** Each share of capital stock of Central issued and outstanding immediately prior to the Effective Time shall remain as one fully paid and nonassessable share of the Surviving Corporation.

b. **Cancellation of Allright Stock.** Each share of Allright Common Stock shall automatically be canceled and retired and shall cease to exist.

2.2 **Certificates.** The Certificates representing Allright Common Stock shall forthwith be canceled.

2.3 **Certificate of Incorporation of Surviving Corporation.** The Charter of Central shall remain the Charter of the Surviving Corporation from and after the Effective Time and until thereafter amended as provided by law.

2.4 **Bylaws of the Surviving Corporation.** The Bylaws of Central shall remain the Bylaws of the Surviving Corporation from and after the Effective Time and until thereafter amended as provided by law.

2.5 **Directors and Officers of the Surviving Corporation.** The director and officers of Central at the Effective Time shall, from and after the Effective Time, remain the director and officers of the Surviving Corporation and shall serve until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Charter and Bylaws.