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Division of Corporations

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P97000038523

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MERGER OR SHARE EXCHANGE

AGRIFLEET LEASING CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Merger
6/14/02
(3)

ARTICLES OF MERGER
Merger Sheet

MERGING:

THORNHILL RP, INC., a Florida corporation, document number P97000058861

INTO

AGRIFLEET LEASING CORPORATION, a Florida entity, P97000038523

File date: June 14, 2002

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
OF
THORNHILL RP, INC.
INTO
AGRIFLEET LEASING CORPORATION

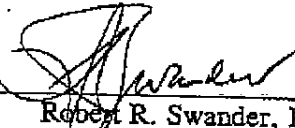
THORNHILL RP, INC. ("Thornhill") and AGRIFLEET LEASING CORPORATION ("AgriFleet"), acting in compliance with the provisions of §607.1105, Florida Statutes, hereby certifies as follows:

1. An Agreement and Plan of Merger (the "Plan of Merger") was approved by the board of directors of each of Thornhill and AgriFleet and all of the shareholders of Thornhill on June 12, 2002. The shareholders of AgriFleet were not required to approve the merger. Pursuant to the Plan of Merger Thornhill is to be merged into AgriFleet with AgriFleet as the surviving or resulting entity. The terms of the merger are set forth in the copy of the Plan of Merger attached hereto as Exhibit "A" and made a part hereof.

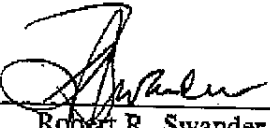
2. The merger shall be effective as of the date of filing these Articles of Merger with the Florida Secretary of State.

Dated: June 12, 2002.

THORNHILL RP, INC.

By: 
Robert R. Swander, President

AGRIFLEET LEASING CORPORATION

By: 
Robert R. Swander, President

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TALLAHASSEE, FLORIDA

EXHIBIT A TO ARTICLES OF MERGER

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into on June 12, 2002, by and between THORNHILL RP, INC., a Florida corporation ("Thornhill"), and AGRIFLEET LEASING CORPORATION, a Florida corporation ("AgriFleet").

BACKGROUND INFORMATION

The board of directors of each of AgriFleet and Thornhill, by unanimous written consent of the members of each of the Board of Directors has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that Thornhill be merged into AgriFleet, at the conclusion of which AgriFleet shall remain as the surviving or resulting entity and the corporate existence of Thornhill shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of this Agreement and Plan of Merger (the "Plan of Merger") and Thornhill has recommended the adoption of the Plan of Merger and its underlying transactions by the shareholders of such entity. Accordingly, the merger shall be effected as follows:

OPERATIVE PROVISIONS

1. Merger. In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date (as defined below), Thornhill shall be merged with and into AgriFleet (the "Merger"), and AgriFleet shall constitute the surviving and resulting corporation of such Merger (hereinafter AgriFleet sometimes is referred to as the "Surviving Corporation"). The separate and corporate existence of Thornhill shall cease and AgriFleet shall continue its corporate existence pursuant to the laws of Florida.
2. Effective Date. The Merger shall become effective as of the date of filing Articles of Merger with the Florida Secretary of State (the "Effective Date").
3. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all of its assets and property of every description. The rights, privileges, immunities powers, franchises and authority of Thornhill shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate and other property owned by Thornhill shall be vested in the Surviving Corporation and shall not revert or in any way be impaired by reason of the Merger.
4. Obligations. All obligations belonging to or due to Thornhill shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of Thornhill existing as of the Effective Date.

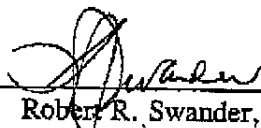
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5. Terms of the Merger. Upon the Effective Date of the Merger all of the issued and outstanding shares of the common capital stock of Thornhill shall be deemed canceled and voided, and upon the surrender of the applicable certificate(s) evidencing such shares being surrendered to AgriFleet, the shares of the common stock of Thornhill outstanding prior to the Merger shall be transformed and converted as follows: each share of Thornhill owned by shareholders prior to the Merger shall be converted into one (1) share of AgriFleet.

6. Counterparts. This Plan of Merger may be executed in counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, AgriFleet and Thornhill have caused this Agreement and Plan of Merger to be executed by their respective officers duly authorized effective as of the date first written above.

THORNHILL RP, INC.

By: 
Robert R. Swander, President

AGRIFLEET LEASING CORPORATION

By: 
Robert R. Swander, President

260518.1

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