

150501

Document Number Only

**CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092**

FILED

00 NOV 29 PM 1:16

DATE:

11/29/00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation(s) Name

400003479734--6

-11/29/00--01047--002
*****70.00 *****70.00

Allright New Orleans, Inc.

Merging into

Central Parking System of Louisiana, Inc.

☐ Profit

☐ Amendment

☒ Merger

☐ Nonprofit

☐ Foreign

☐ Dissolution

☐ Mark

☐ LLC

☐ Withdrawal

☐ Limited Partnership

☐ UBR

☐ Other

☐ Reinstatement

☐ Fictitious Name

☐ Ch. RA

☐ UCC ☐ 1 or ☐ 3

*****Special Instructions****

☐ Certified Copy

☐ Photocopies

☐ CUS

☐ arts/ameds/mergers ☐ Other-See Above

☒ Walk in

☒ Pick-up

☐ Will Wait

**Please Return Filed Stamped
Copies To:**

Carol Clark

Thank You!

NOTARIAL PUBLIC
DIVISION OF CORPORATION
00 NOV 29 PM 12:00

RECEIVED

G. COULLETTE NOV 29 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALLRIGHT NEW ORLEANS, INC., a Florida corporation, 150501

INTO

CENTRAL PARKING SYSTEM OF LOUISIANA, INC., a Tennessee corporation
not qualified in Florida.

File date: November 29, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is CENTRAL PARKING SYSTEM OF LOUISIANA, INC., a Tennessee corporation.

Second: The name and jurisdiction of each merging corporation is ALLRIGHT NEW ORLEANS, INC., a Florida corporation.

Third: The Plan of Merger is attached hereto as Exhibit A.

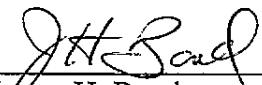
Fourth: The merger shall become effective on November 30, 2000.

Fifth: The Plan of Merger was adopted by the Board of Directors of the surviving corporation on September 1, 2000 and shareholder approval was not required.


Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on September 1, 2000.

Seventh: SIGNATURES FOR EACH CORPORATION

ALLRIGHT NEW ORLEANS, INC.

By: 
James H. Bond
President

**CENTRAL PARKING SYSTEM OF
LOUISIANA, INC.**

By: 
James H. Bond
President

FILED
00 NOV 29 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is CENTRAL PARKING SYSTEM OF LOUISIANA, INC., a Tennessee corporation.

Second: The name and jurisdiction of each merging corporation is ALLRIGHT NEW ORLEANS, INC., a Florida corporation.

Third: The terms and conditions of the merger are as follows:

- a. ALLRIGHT NEW ORLEANS, INC. and CENTRAL PARKING SYSTEM OF LOUISIANA, INC. shall be and hereby are merged at the effective date of the Merger with and into CENTRAL PARKING SYSTEM OF LOUISIANA, INC.
- b. Except as herein otherwise specifically set forth, the identity, existence, purpose, powers, franchises, rights and immunities of CENTRAL PARKING SYSTEM OF LOUISIANA, INC. shall continue unaffected and unimpaired by the Merger and the identity, existence, purposes, powers, franchises, rights and immunities of ALLRIGHT NEW ORLEANS, INC. shall be merged into and shall be fully vested therewith. The separate existence of ALLRIGHT NEW ORLEANS, INC. except insofar as the same may be continued by statute, shall cease upon the effective date of the Merger.
- c. The Articles of Incorporation and Bylaws of CENTRAL PARKING SYSTEM OF LOUISIANA, INC. shall remain and continue to be the Articles of Incorporation and Bylaws of CENTRAL PARKING SYSTEM OF LOUISIANA, INC. following the effective date of the Merger.
- d. CENTRAL PARKING SYSTEM OF LOUISIANA, INC. shall pay all expenses of the Merger.
- e. Upon the effective date of the Merger, the shareholder of CENTRAL PARKING SYSTEM

OF LOUISIANA, INC. shall remain one hundred (100%) percent owner of the shares of CENTRAL PARKING SYSTEM OF LOUISIANA, INC. The Certificates of Stock of ALLRIGHT NEW ORLEANS, INC. shall by virtue of the Merger and without any action on the part of the holder, automatically be cancelled as of the effective date of the Merger. Any shares of ALLRIGHT NEW ORLEANS, INC. held in the treasury of ALLRIGHT NEW ORLEANS, INC. as of the Effective Date of the Merger shall be cancelled, and no consideration shall be issued in the Merger in respect thereof.

f. The title to any assets including real estate or any interest therein, vested under the laws of any jurisdiction to ALLRIGHT NEW ORLEANS, INC., by deed or otherwise, shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon property of ALLRIGHT NEW ORLEANS, INC. shall be preserved, unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the Merger, and may be deemed to continue in existence to the extent necessary to preserve the same. All debts, liabilities, restrictions and duties of ALLRIGHT NEW ORLEANS, INC. shall thenceforth attach to CENTRAL PARKING SYSTEM OF LOUISIANA, INC. may be enforced against it to the same extent as if they had been incurred or contracted by the CENTRAL PARKING SYSTEM OF LOUISIANA, INC.. Any action or proceeding pending by or against ALLRIGHT NEW ORLEANS, INC., which shall be prosecuted by judgment, shall bind CENTRAL PARKING SYSTEM OF LOUISIANA, INC. or CENTRAL PARKING SYSTEM OF LOUISIANA, INC. may be proceeded against or substituted in place of CENTRAL PARKING SYSTEM OF LOUISIANA, INC..

g. If at any time CENTRAL PARKING SYSTEM OF LOUISIANA, INC. shall consider or be advised that any further assignments or assurances are necessary or desirable to vest or to perfect or confirm, or record or otherwise, in CENTRAL PARKING SYSTEM OF LOUISIANA, INC., the title to any property or rights of ALLRIGHT NEW ORLEANS, INC. acquired or to be acquired by

reason of, or as a result of, the merger provided for by this Plan of Merger, CENTRAL PARKING SYSTEM OF LOUISIANA, INC. is hereby appointed the due and lawful attorney of ALLRIGHT NEW ORLEANS, INC. in its name to execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in CENTRAL PARKING SYSTEM OF LOUISIANA, INC. and otherwise to carry out the purposes of this Plan of Merger.

h. CENTRAL PARKING SYSTEM OF LOUISIANA, INC. shall have the right to amend, alter or repeal any provision contained in this Plan of Merger or which might be contained in an original or amended Articles of Incorporation, in the manner now or hereafter prescribed by the statutes of the State of Tennessee, and all rights conferred upon the parties hereto are granted, subject to this reservation.

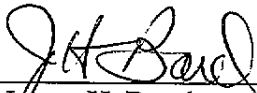
i. It is expressly agreed that this Plan of Merger embodies the entire agreement of the parties in relation to the subject matter hereof and that no understandings or agreement, oral or written, in relation thereto exists between the parties except as herein expressly set forth.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

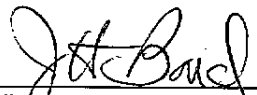
Upon the effective date of the Merger, the shareholder of CENTRAL PARKING SYSTEM OF LOUISIANA, INC. shall remain one hundred (100%) percent owner of the shares of CENTRAL PARKING SYSTEM OF LOUISIANA, INC. The Certificates of Stock of ALLRIGHT NEW ORLEANS, INC. shall by virtue of the Merger and without any action on the part of the holder, automatically be cancelled as of the effective date of the Merger. Any shares of ALLRIGHT NEW ORLEANS, INC. held in the treasury of ALLRIGHT NEW ORLEANS, INC. as of the Effective Date of the Merger shall be cancelled, and no consideration shall be issued in the

Merger in respect thereof.

ALLRIGHT NEW ORLEANS, INC.

By: 
James H. Bond
President

**CENTRAL PARKING SYSTEM OF
LOUISIANA, INC.**

By: 
James H. Bond
President

::ODMA\PCDOCS\DOCSLIB\322595\1