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660 East Jefferson Street

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Tallahassee, Florida 32301

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(850) 222-1092

City State Zip Phone

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CORPORATION(S) NAME

RI / EMW Merch Corp.  
into

L.P. Evans Motors WPB, Inc.

FILED  
98 SEP 29 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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Thanks, Melanie ☺

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

RI/EMW MERGER CORP., a Florida corporation, P98000072169

INTO

**L.P. EVANS MOTORS WPB, INC.**, a Florida corporation, 170774.

File date: September 29, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER  
OF  
RI/EMW MERGER CORP.  
AND  
L.P. EVANS MOTORS WPB, INC.**

**FILED**  
98 SEP 29 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), RI/EMW Merger Corp., a Florida corporation, and L.P. Evans Motors WPB, Inc., a Florida corporation, do hereby adopt the following Articles of Merger (the "Articles"):

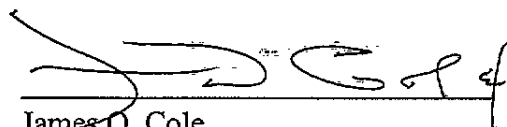
1. The names of the corporations which are parties to the merger contemplated by these Articles are RI/EMW Merger Corp. ("EMW") and L.P. Evans Motors WPB, Inc. ("WPB").
2. EMW is hereby merged with and into WPB and the corporate existence of EMW shall cease. WPB is the surviving corporation in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of EMW on August 1<sup>st</sup>, 1998 by written consents in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.
4. The Plan of Merger was adopted by the Board of Directors and shareholders of WPB on August 1<sup>st</sup>, 1998 by written consents in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.

The Merger shall become effective upon the filing of these Articles by the Department of State of the State of Florida in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

The parties have caused these Articles to be executed as of September 28<sup>th</sup>, 1998.

**RI/EMW MERGER CORP.**

**L.P. EVANS MOTORS WPB, INC.**

  
James O. Cole

Vice President and Secretary

\_\_\_\_\_  
James D. Evans

President

**EXHIBIT A**

**PLAN OF MERGER**

This Plan of Merger (the "Plan") is adopted as of September <sup>28<sup>th</sup></sup>, 1998 among RI/EMW MERGER CORP., a Florida corporation (the "Merger Corp.") and L.P. EVANS MOTORS WPB, INC., a Florida corporation (the "Company").

**RECITALS:**

The boards of directors and shareholders of the Merger Corp. and the Company have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that the Merger Corp. be merged with and into the Company on the terms and subject to the conditions set forth herein.

**ARTICLE I**  
**The Merger**

At the Effective Time (as defined in Article V hereof), the Merger Corp. shall be merged with and into the Company (the "Merger") in accordance with the Florida Business Corporation Act (the "Act"), and the separate existence of the Merger Corp. shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

**ARTICLE II**  
**The Surviving Corporation**

A. At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers and directors of the Company shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

**ARTICLE III**  
**Manner and Basis of Converting Shares**

A. At the Effective Time, each share of common stock of the Company, \$1.00 par value per share (the "Company Common Stock"), which shall be issued and outstanding (other than shares of Company Common Stock held in treasury) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive \$ 416,000.00.

B. At the Effective Time, each share of the Company Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each right to acquire shares of the Company Common Stock, to the extent that any such rights exist, which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically canceled and extinguished without any conversion thereof.

D. At the Effective Time, each share of Merger Corp.'s Common Stock, \$.01 par value per share, issued and outstanding immediately prior to the Effective Time shall be automatically converted into one (1) share of the Company Common Stock, which shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

**ARTICLE IV**  
**Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and the Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and the Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

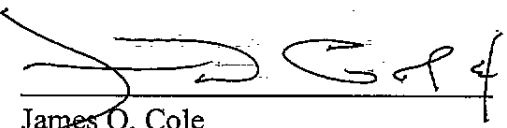
**ARTICLE V**  
**Effective Time**

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Department of State of the State of Florida.

The parties have caused this Plan to be executed as of the date first set forth above.

**RI/EMW MERGER CORP.**

**L.P. EVANS MOTORS WPB, INC.**

  
\_\_\_\_\_  
James O. Cole  
Vice President and Secretary

\_\_\_\_\_  
James D. Evans  
President

**ARTICLES OF MERGER  
OF  
RI/EMW MERGER CORP.  
AND  
L.P. EVANS MOTORS WPB, INC.**

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The Merger shall become effective upon the filing of these Articles by the Department of State of the State of Florida in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

The parties have caused these Articles to be executed as of September 28<sup>th</sup>, 1998.

**RI/EMW MERGER CORP.**

\_\_\_\_\_  
James O. Cole  
Vice President and Secretary

**L.P. EVANS MOTORS WPB, INC.**

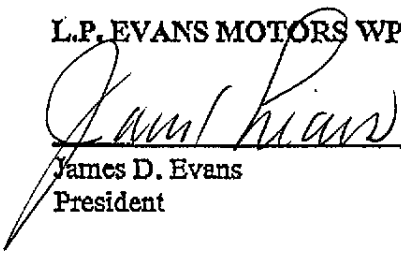
  
\_\_\_\_\_  
James D. Evans  
President

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The Surviving Corporation

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**Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and the Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and the Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

**ARTICLE V**  
**Effective Time**

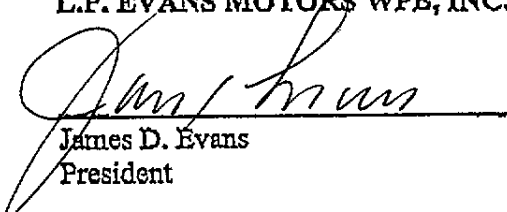
As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Department of State of the State of Florida.

The parties have caused this Plan to be executed as of the date first set forth above.

**RI/EMW MERGER CORP.**

**L.P. EVANS MOTORS WPB, INC.**

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James O. Cole  
Vice President and Secretary

  
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James D. Evans  
President