

JAN-21-99 THU 01:19 PM

FAX NO. 3582199

P. 02/06

Division of Corporations

Page 1 of 1

# 278249

## Florida Department of State

Division of Corporations

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To:

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Fax Number : (850) 922-4000

From:

Account Name : HOLLAND & KNIGHT OF JACKSONVILLE  
Account Number : 074323003114  
Phone : (904) 354-4141  
Fax Number : (904) 358-2199

## MERGER OR SHARE EXCHANGE

LUCAS IMPORTS, INC.

Certificate of Status	0
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DC

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

LUCAS INVESTMENTS, INC., a Florida corporation, P98000038159

INTO

LUCAS IMPORTS, INC. which changed its name to

**LUCAS INVESTMENTS, INC.**, a Florida corporation, 278249

File date: January 21, 1999

Corporate Specialist: Darlene Connell

**Florida Department of State**  
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Law Offices

**HOLLAND & KNIGHT LLP**

**One Independent Drive, Suite 2000  
P.O. Box 1559 (ZIP 32201-1559)  
Jacksonville, Florida 32202**

**904-854-4141  
FAX 904-358-2199**

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**FACSIMILE**

TO:

<b>Darlene Connell</b>	<b>Fla. Dept. of State</b>
NAME	COMPANY/FIRM

<b>Tallahassee</b>	<b>FL</b>
CITY	STATE

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**(904) 354-4141**

FROM:

**Pam Carr, Secretary to (904) 798-5430  
Richard G. Boswinkle**

NAME	TELEPHONE NUMBER
------	------------------

3

TOTAL PAGES TRANSMITTED (Including Cover Sheet)

MESSAGE:

**Please see attached first page of Articles of  
Merger for Lucas Imports, Inc. revised once again.  
Thank you for your assistance!!**

**CONFIDENTIALITY NOTE:**

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FOR THE RECORD:

DATE January 21, 1999

URGENCY: ☐ SUPER RUSH ☐ RUSH ☐ REGULAR

FXED BY: Pam Carr AMOUNT:

CLIENT NUMBER: 99989-40340 MATTER NUMBER: Office

CONFIRMED: ☐ YES ☐ NO NAME: TIME: 2:38pm

HOLLAND

Law Offices

**HOLLAND & KNIGHT LLP**

**One Independent Drive, Suite 2000  
P.O. Box 1559 (ZIP 32201-1559)  
Jacksonville, Florida 32202**

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**FACSIMILE**

TO:

**Darlene Connell**

NAME

**Fla. Dept. of State**

COMPANY/FIRM

**Tallahassee**

CITY

**FL**

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FROM:

**Pam Carr, Secretary to (904) 798-5430  
Richard G. Boswinkle**

NAME

TELEPHONE NUMBER

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MESSAGE:

**Please see attached first page of Articles of  
Merger for Lucas Imports, Inc. Per our telephone  
conversation, I have added the "prepared to"  
section and the fax audit number to this revised  
page. Thank you for your assistance.**

**CONFIDENTIALITY NOTE:**

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and return the original message to us  
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Postal service. Thank you.

**FOR THE RECORD:**

DATE: January 21, 1999

URGENCY: ☐ SUPER RUSH ☐ RUSH ☐ REGULAR

FAXED BY: Pam Carr

AMOUNT:

CLIENT NUMBER: 99989-40340

MATTER NUMBER: Office

CONFIRMED: ☐ YES ☐ NO

NAME:

TIME: 1:33pm



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 21, 1999

LUCAS IMPORTS, INC.  
1577 WELLS ROAD  
ORANGE PARK, FL 32073-2311

\*\*\*\*\*PAM CARR\*\*\*\*\*

SUBJECT: LUCAS IMPORTS, INC.  
REF: 278249

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.

PLEASE CORRECT THE 607.1108, F.S. IN THE THIRD SECTION ON THE FIRST PAGE OF THE DOCUMENT TO READ 607.1101, F.S., AS STATED IN THE PLAN OF MERGER.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000001660  
Letter Number: 099A00002861

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P. 01/06

(850)487-6013 01/21/99 11:54 Fl Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 21, 1999

LUCAS IMPORTS, INC.  
1577 WELLS ROAD  
ORANGE PARK, FL 32073-2311

SUBJECT: LUCAS IMPORTS, INC.  
REF: 278249

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

Articles of Merger are filed pursuant to section 607.1105, Florida Statutes. Please correct your document accordingly.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000001660  
Letter Number: 299A00002807

*Revised Articles of Merger  
attached for filing.*

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

**ARTICLES OF MERGER BETWEEN  
LUCAS IMPORTS, INC.  
AND  
LUCAS INVESTMENTS, INC.**

The following articles of merger are being submitted in accordance with Section 607.1105, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Lucas Investments, Inc. 1577 Wells Road Orange Park, FL 32073-2311 Florida Document/Registration Number: P98000038159	Florida	Corporation

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TALLAHASSEE, FLORIDA

**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>
Lucas Imports, Inc. 1577 Wells Road Orange Park, FL 32073-2311 Florida Document/Registration Number: 278249	Florida	Corporation

**THIRD:** The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by each corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the requisite number of shareholders of each of the merging entity and the surviving entity in accordance with Chapter 607, Florida Statutes.

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

Prepared by Richard G. Boswinkle, Esq.  
Holland & Knight LLP (904)354-4141  
One Independent Drive #2000  
Jacksonville, FL 32202  
Florida Bar No: 974950

H99000001660 2

JAN-21-99 THU 10:14 AM HOLLAND & KNIGHT LLP

FAX NO. 3582199

P. 03

H99000001660 2

IN WITNESS WHEREOF, the undersigned have executed this document as of the 20th day of January, 1999.

LUCAS IMPORTS, INC.

LUCAS INVESTMENTS, INC.

By: Scott E. Boyles, Pres.  
Scott E. Boyles, President

By: Betty J. Lucas  
Betty J. Lucas, President

JAX1-339479

**AGREEMENT AND  
PLAN OF MERGER**

Lucas Investments, Inc., a Florida corporation ("*Investments*") and Lucas Imports, Inc., a Florida corporation ("*Survivor*"), hereby adopt and enter into this Agreement and Plan of Merger, dated January 20, 1999, pursuant to Sections 607.1101 of the Florida Business Corporation Act, as follows:

(a) The names of the merging corporations are Lucas Investments, Inc. and Lucas Imports, Inc. Investments shall merge with and into Survivor. Survivor shall survive the merger and its name shall be Lucas Investments, Inc.

(b) The effective time and date of the merger (the "*Effective Time*") shall be the time when the Articles of Merger containing this Plan of Merger are accepted for filing with the Secretary of State of Florida.

(c) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of Investments shall cease and Survivor shall ultimately succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of Investments. Survivor shall thereafter be responsible and liable for all obligations of Investments, and neither the rights of the creditors nor any liens on the property of Investments shall be impaired by the merger. As of the Effective Time, the Articles of Incorporation and Bylaws of Survivor in effect immediately prior to the Effective Time shall remain in effect after the Effective Time, provided, however, the Articles of Incorporation and Bylaws shall be amended and restated to the extent necessary to reflect that the name of the surviving corporation shall be Lucas Investments, Inc.

(d) The manner and basis of converting the shares of each corporation shall be as follows:

At the Effective Time, by virtue of the merger and without any action on the part of Survivor, Investments or any holder of securities of Survivor or Investments, the shares of Investments stock that are issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished and cease to be outstanding. Each share of Survivor stock that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding. No consideration shall be given in exchange for the shares of Investments.

(f) The Boards of Directors of each corporation party to the merger may amend this Plan of Merger at any time prior to the filing of the Articles of Merger.

(g) The sole shareholder of each of Investments and Survivor have approved the merger in accordance with Section 607.1103, Florida Statutes.

JAN-21-99 THU 10:15 AM HOLLAND & KNIGHT LLP

FAX NO. 3582199

P. 05

H99000001660 2

IN WITNESS WHEREOF, the undersigned have executed this document on this 20th day of January, 1999.

LUCAS IMPORTS, INC.

LUCAS INVESTMENTS, INC.

By: Scott E. Boyles, Pres.  
Scott E. Boyles, President

By: Betty J. Lucas  
Betty J. Lucas, President

JAX1-339480