

33946Z

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May 5, 1998

WRITER'S DIRECT DIAL: (404) 221-6505

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
98 MAY 11 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Filing of Articles of Merger - Merger of Automotive Electronics, Inc., and
Automotive Electronics, Inc. (Georgia)

500002519095--5
-05/11/98--01127--001
*****70.00 *****70.00

Dear Sir or Madam:

To effectuate the merger of the above-referenced corporations, we deliver to you herewith the following documents:

- (a) An original and one (1) copy of the Articles of Merger, with Plan of Merger attached; and
- (b) This firm's check in the amount of \$70, in payment of the cost of filing.

We respectfully request that you file the Articles of Merger and take such other actions as are required by law to effectuate the merger. Please return to us a copy of the Articles of Merger attached.

Please notify the undersigned, at the telephone or address shown above, if there are any questions concerning these documents. That you for your assistance with this filing.

Sincerely,

Nedom A. Haley
Nedom A. Haley
Merger
KRP
5/19

NAH:jpl
71416

Enclosures

CERTIFIED MAIL - #P-080-743-694
RETURN RECEIPT REQUESTED

ARTICLES OF MERGER
Merger Sheet

MERGING:

AUTOMOTIVE ELECTRONICS, INC., a Florida corporation, document number
339462

INTO

AUTOMOTIVE ELECTRONICS, INC. (GEORGIA), corporation not qualified in
Florida.

File date: May 11, 1998

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
of
AUTOMOTIVE ELECTRONICS, INC.,
a Florida corporation
and
AUTOMOTIVE ELECTRONICS, INC. (GEORGIA),
a Georgia corporation

FILED
98 MAY 11 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The Board of Directors and Shareholders of Automotive Electronics, Inc., a Florida corporation, and the Board of Directors and Shareholders of Automotive Electronics, Inc. (Georgia), a Georgia corporation, have duly approved, adopted, certified, executed and acknowledged an Agreement and Plan of Merger attached hereto as Exhibit A.

II.

The effective date of the merger between Automotive Electronics, Inc., and Automotive Electronics, Inc. (Georgia), shall be the later of the dates on which a Certificate or Articles of Merger is filed with the Secretary of State of Georgia or the Department of State of Florida.

III.

The Plan of Merger was adopted by the Shareholders of Automotive Electronics, Inc., on the 27th day of April, 1998, and was adopted by the Shareholders of Automotive Electronics, Inc. (Georgia), on the 27th day of April, 1998. —

IV.

The Plan of Merger was adopted by the Board of Directors of Automotive Electronics, Inc., on the 27th day of April, 1998, and was adopted by the Board of Directors of Automotive Electronics, Inc. (Georgia) on the 27th day of April, 1998.

[EXECUTIONS FOLLOW ON NEXT PAGE.]

IN WITNESS WHEREOF, Automotive Electronics, Inc., and Automotive Electronics, Inc. (Georgia) have caused these Articles of Merger to be executed by their duly authorized officers, this 27th day of April, 1998.

**AUTOMOTIVE ELECTRONICS, INC.
(GEORGIA)**

By: 

James R. Holcombe, President

AUTOMOTIVE ELECTRONICS, INC.

By: 

James R. Holcombe, President

**AGREEMENT AND PLAN OF MERGER
OF
AUTOMOTIVE ELECTRONICS, INC.,
A FLORIDA CORPORATION
WITH AND INTO
AUTOMOTIVE ELECTRONICS, INC. (GEORGIA),
A GEORGIA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 27th day of April, 1998, by and between **AUTOMOTIVE ELECTRONICS, INC.**, a Florida corporation ("Automotive Electronics Florida"), and **AUTOMOTIVE ELECTRONICS, INC. (GEORGIA)**, ("Automotive Electronics Georgia") (Automotive Electronics Georgia and Automotive Electronics Florida being hereinafter sometimes collectively referred to as the "Constituent Corporations").

W I T N E S S E T H :

WHEREAS, Automotive Electronics Florida is a corporation organized under the laws of the State of Florida, with its principal office located at 905 Rockmart Highway, Villa Rica, GA 30180-1010; and

WHEREAS, Automotive Electronics Florida has authorized capital stock consisting of 10,000 shares of common stock, having \$1.00 par value (the "Automotive Electronics Florida Common Stock"), of which 5,000 shares are issued and outstanding; and

WHEREAS, all of the issued and outstanding shares of Automotive Electronics Florida are held by individual shareholders; and

WHEREAS, Automotive Electronics Georgia is a corporation organized under the laws of the State of Georgia, with its principal office located at 905 Rockmart Highway, Villa Rica, GA 30180-1010; and

WHEREAS, Automotive Electronics Georgia has authorized capital stock consisting of 20,000 shares of common stock, \$1.00 par value (the "Surviving Corporation Common Stock"), of which 200 shares are issued and outstanding; and

WHEREAS, all of the issued and outstanding shares of Automotive Electronics Georgia are held by individual shareholders; and

WHEREAS, the laws of the State of Georgia and the State of Florida permit a merger of the Constituent Corporations; and

WHEREAS, the Boards of Directors of the Constituent Corporations have determined that it is advisable and for the benefit of each of the Constituent Corporations and of the shareholders that Automotive Electronics Florida be merged with and into Automotive Electronics Georgia on the terms and conditions hereinafter set forth and, by resolutions duly adopted, have approved the terms and conditions of this Agreement and directed that the proposed merger be submitted to the shareholders of Automotive Electronics Florida and Automotive Electronics Georgia, and have recommended such shareholder approval of the terms and conditions hereinafter set forth.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the Georgia Business Corporation Code (the "Georgia Code") and the Florida Corporation Law (the "Florida Law"), that Automotive Electronics Florida shall be and hereby is, at the Effective Date (as hereinafter defined), merged with and into Automotive Electronics Georgia (with Automotive Electronics Georgia subsequent to such merger being hereinafter sometimes referred to as the "Surviving Corporation"), with the corporate existence of the Surviving Corporation to be continued under the name "Automotive Electronics, Inc. (Georgia)" and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, and the manner of converting shares are and shall be as follows:

SECTION 1

Merger

1.1. On the Effective Date, Automotive Electronics Florida shall be merged with and into Automotive Electronics Georgia, after which Automotive Electronics Georgia shall continue in existence and the merger shall in all respects have the effect provided for in Section 14-2-1106 of the Georgia Code and Section 608.1100 of the Florida Law.

1.2. Without limiting the foregoing, on and after the Effective Date, the separate existence of Automotive Electronics Florida shall cease, and, in accordance with the terms of this Agreement, the title to all real estate, contract rights and other property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

1.3. Prior to and from and after the Effective Date, the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order to effectuate the merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate, or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of Automotive Electronics Florida, the last acting officers of Automotive Electronics Florida, or the

corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

SECTION 2

Terms of Transaction

Upon the Effective Date:

(a) Each share of Automotive Electronics Florida Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be converted into a share of Surviving Corporation Common Stock.

(b) Each share of Common Stock of Automotive Electronics Georgia outstanding and owned of record by the shareholders immediately prior to the Effective Date shall, upon the Effective Date, represent one issued share of Surviving Corporation Common Stock; accordingly, upon the Effective Date there shall be issued and outstanding and held by the shareholders a total of 5,200 shares of Surviving Corporation Common Stock.

SECTION 3

Directors and Officers

The persons who are directors and officers of Automotive Electronics Georgia immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation and shall continue to hold office as provided in the bylaws of the Surviving Corporation.

SECTION 4

Certificate of Incorporation and Bylaws

4.1. From and after the Effective Date, the Certificate of Incorporation of Automotive Electronics Georgia, as in effect at such date, shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended, or repealed as therein provided or as provided by law.

4.2. From and after the Effective Date, the bylaws of Automotive Electronics Georgia, in effect at such date, shall be the bylaws of the Surviving Corporation and shall

continue in effect until the same shall be altered, amended, or repealed as provided therein, the Certificate of Incorporation or by law.

SECTION 5

Shareholder Approval; Effectiveness of Merger

This Agreement is hereby submitted for approval to the shareholders, of each of Automotive Electronics Florida and Automotive Electronics Georgia, as provided for by the Georgia Code and the Florida Law. Subject to the requisite consent of the shareholders, a Certificate of Merger incorporating the terms of this Agreement shall be filed and recorded in accordance with the laws of the States of Georgia and Florida. The Board of Directors and the officers of the Constituent Corporations are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger provided for herein. The merger shall become effective on the later of the dates on which a Certificate or Articles of Merger referencing this Agreement is filed with the Secretary of State of Georgia or the Department of State of Florida (said date is herein referred to as the "Effective Date").

SECTION 6

Miscellaneous

6.1. This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

6.2. This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida.

[EXECUTIONS FOLLOW ON NEXT PAGE.]

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date hereinabove first written.

AUTOMOTIVE ELECTRONICS, INC.,
a Florida corporation

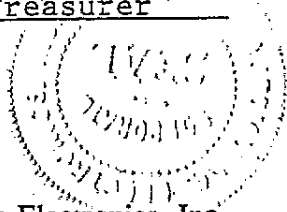
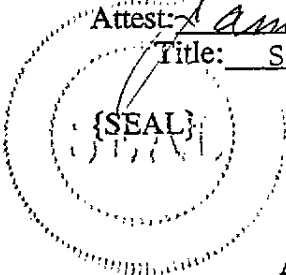
AUTOMOTIVE ELECTRONICS, INC.
(GEORGIA), a Georgia corporation

By: [Signature]
Title: President

By: [Signature]
Title: President

Attest: [Signature]
Title: Secretary/Treasurer

Attest: [Signature]
Title: Secretary/Treasurer



Approved and Consented to by the shareholders of Automotive Electronics, Inc. and Automotive Electronics, Inc. (Georgia):

AUTOMOTIVE ELECTRONICS, INC.

AUTOMOTIVE ELECTRONICS, INC.
(GEORGIA)

[Signature]
James R. Holcombe, Shareholder

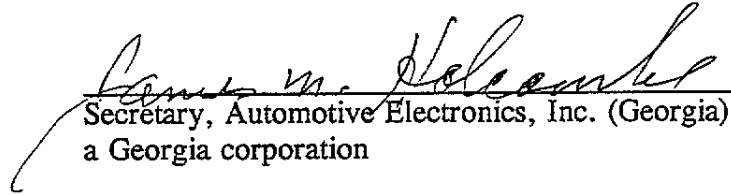
[Signature]
James R. Holcombe, Shareholder

[Signature]
James N. Holcombe, Shareholder

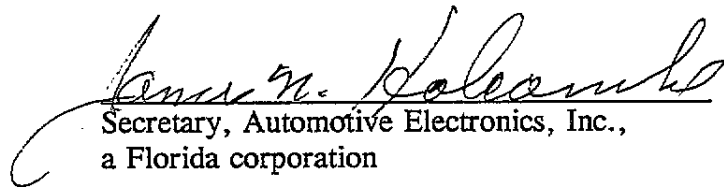
[Signature]
James N. Holcombe, Shareholder

[ADDITIONAL EXECUTIONS FOLLOW ON NEXT PAGE.]

The undersigned, Secretary of Automotive Electronics, Inc. (Georgia), a Georgia corporation, hereby certifies that a majority of the outstanding shares of stock of Automotive Electronics, Inc. (Georgia) entitled to vote on this Agreement and Plan of Merger voted for the adoption of this Agreement and Plan of Merger.


Secretary, Automotive Electronics, Inc. (Georgia),
a Georgia corporation

The undersigned, Secretary of Automotive Electronics, Inc., a Florida corporation, hereby certifies that a majority of the outstanding shares of stock of Automotive Electronics, Inc. entitled to vote on this Agreement and Plan of Merger voted for the adoption of this Agreement and Plan of Merger.


Secretary, Automotive Electronics, Inc.,
a Florida corporation