



361480

ACCOUNT NO. : 072100000032

REFERENCE : 071625 4805939

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 78.75

ORDER DATE : December 18, 1998

ORDER TIME : 2:12 PM

ORDER NO. : 071625-005

CUSTOMER NO: 4805939

CUSTOMER: Gary W. Huston, Esq
Beggs & Lane
P. O. Box 12950

Pensacola, FL 32576-2950

EFFECTIVE DATE

12/31/98

200002716562--8

merged

ARTICLES OF MERGER

ELMORE'S TIRE CENTER, INC.

INTO

ELMORE'S AUTO AND TRUCK REPAIR
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

MDR
12/31/98

FILED
98 DEC 18 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEC 18 AM 12:54
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

ELMORE'S TIRE CENTER, INC., a Florida corporation 526409

INTO

ELMORE'S AUTO AND TRUCK REPAIR, INC., a Florida corporation, 361480

File date: December 18, 1998

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

EFFECTIVE DATE
12/31/98

FILED
98 DEC 18 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF ELMORE'S TIRE CENTER, INC.
INTO
ELMORE'S AUTO AND TRUCK REPAIR, INC.

ARTICLE I
Names and Surviving Corporation

The names and state of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Elmore's Tire Center, Inc.	Florida
Elmore's Auto and Truck Repair, Inc.	Florida

Elmore's Auto and Truck Repair, Inc. shall be the surviving corporation.

ARTICLE II
Plan of Merger

The plan of merger is attached hereto as Exhibit A.

ARTICLE III
Date of Adoption

The respective dates of the meetings of members of each corporation at which the plan of merger was adopted are:

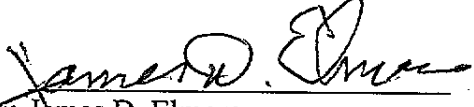
<u>Name</u>	<u>Date of Adoption</u>
Elmore's Tire Center, Inc.	December 17, 1998
Elmore's Auto and Truck Repair, Inc.	December 17, 1998

The number of votes cast for the merger by the shareholders of each corporation was sufficient for approval of the merger. The plan of merger was adopted by a majority of the votes entitled to be cast by shareholders present (in person or represented by proxy) at the meeting considering the plan of merger.

ARTICLE IV
Effective Date

The merger shall be effective at close of business December 31, 1998.

ELMORE'S TIRE CENTER, INC.

By: 
Name: James D. Elmore
Its: President

ELMORE'S AUTO AND TRUCK REPAIR, INC.

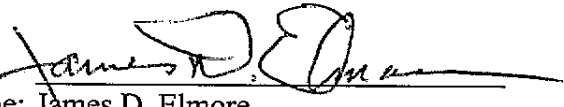
By: 
Name: James D. Elmore
Its: President

Exhibit A

PLAN OF MERGER OF
ELMORE'S TIRE CENTER, INC.
INTO
ELMORE'S AUTO AND TRUCK REPAIR, INC.

Elmore's Tire Center, Inc., a Florida corporation, and Elmore's Auto and Truck Repair, Inc., a Florida corporation, hereby adopt the following plan of merger effective at close of business December 31, 1998.

1. The names of the corporations proposing to merge are:

Elmore's Tire Center, Inc., a Florida corporation

-AND-

Elmore's Auto and Truck Repair, Inc., a Florida corporation.

2. The name of the surviving corporation is Elmore's Auto and Truck Repair, Inc., into which Elmore's Tire Center, Inc. plans to merge.

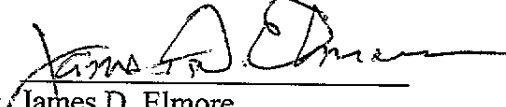
3. The terms and conditions of the proposed merger are as follows:

Each shareholder of Elmore's Tire Center, Inc. will receive, in exchange for his shares of stock in Elmore's Tire Center, Inc., one (1) share of stock in Elmore's Auto and Truck Repair, Inc. Upon completion of the merger, the effect of the merger shall be as stated in Fla. Stat. §607.1106(1).

4. No changes to the Articles of Incorporation of Elmore's Auto and Truck Repair, Inc. shall be effected by such merger.

5. The directors and officers of Elmore's Auto and Truck Repair, Inc. on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected and qualified.

Elmore's Tire Center, Inc.,
a Florida corporation

By: 
Name: James D. Elmore
Its: President

Elmore's Auto and Truck Repair, Inc.
a Florida corporation

By: 
Name: James D. Elmore
Its: President