

401111



ACCOUNT NO. : 072100000032

REFERENCE : 214430 4351925

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 78.75

ORDER DATE : April 22, 1999

ORDER TIME : 11:34 AM

ORDER NO. : 214430-005

400002847424--1

CUSTOMER NO: 4351925

CUSTOMER: Frank J. Yong, Esq
Cone Yong Stewart & Houston,
P.o. Box 4550

Jacksonville, FL 32201

ARTICLES OF MERGER

THE TRUCK STORE, INC.

INTO

MURRAY HILL MOTORS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS: CC

FILED
99 APR 22 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger + H.C.
4-23-99

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE TRUCK STORE, INC., a Florida corporation, S47854

INTO

MURRAY HILL MOTORS, INC. which changed its name to

THE TRUCK STORE, INC., a Florida corporation, 401111

File date: April 22, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER
OF
MURRAY HILL MOTORS, INC.
AND
THE TRUCK STORE, INC.**

FILED
99 APR 22 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, officers of **Murray Hill Motors, Inc.**, a Florida corporation (hereinafter referred to as "Murray Hill"), and **The Truck Store, Inc.**, a Florida corporation (hereinafter referred to as the "Truck Store"), respectfully submit these Articles of Merger pursuant to the requirements of Florida Statutes § 607.1105 in order to consummate the merger of the corporations and set forth as follows:

1. The names of the corporations being merged are **Murray Hill Motors, Inc.** and **The Truck Store, Inc.**
2. Murray Hill shall be the surviving corporation as the result of merger.
3. The name of Murray Hill Motors as a result of the merger shall be changed to "The Truck Store, Inc."
4. The merger will be consummated by exchanging 1 share of The Truck Store for each share of Murray Hill.
5. All of the issued and outstanding shares of common stock of The Truck Store will be canceled in exchange for the issuance of 1 share of Murray Hill \$1.00 par value common stock for each share of the Truck Store.
6. Pursuant to the Plan of Merger, The Truck Store corporate assets and liabilities will be transferred and assumed by Murray Hill, and the separate corporate existence of The Truck Store shall cease.

7. The merger has been unanimously approved by all of the shareholders of the Murray Hill corporation and all of the The Truck Store shareholders via an Action by Consent, dated April 17, 1999.

The effective date of the merger shall be April 17, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on this 17th day of April, 1999.

MURRAY HILL MOTORS, INC.

By: _____

Wayne Scarborough, Sr., President

Attested to by: _____

Roberta Scarborough, Secretary

THE TRUCK STORE, INC.

By: _____

Wayne Scarborough, Jr., President

Attested to by: _____

Wayne Scarborough, Sr., Vice President

PLAN OF MERGER

Plan of Merger for **MURRAY HILL MOTORS, INC.**, a Florida corporation (hereinafter referred to as "Murray Hill Motors"), and **THE TRUCK STORE, INC.**, a Florida corporation (hereinafter referred to as the "Truck Store"), pursuant to the requirements of Florida Statutes, Section 607.1101 the Plan of Merger is set forth as follows:

1. The names of the corporations being merged are Murray Hill Motors, Inc. and The Truck Store, Inc.
2. As a result of the merger, Murray Hill Motors will be the surviving corporation, but the name of the corporation shall be changed to "The Truck Store, Inc."
3. As a result of the merger, all of the issued and outstanding common stock of the Truck Store will be redeemed in exchange for 1 share of Murray Hill Motors \$1.00 par value common stock for each share of the issued and outstanding stock of the Truck Store.
4. The merger will be conditioned upon the approval of one hundred percent (100%) of the outstanding shares of the Truck Store's and Murray Hill Motors' shareholders.
5. As a result of the merger, the Truck Store corporate assets and liabilities will be transferred and assumed by Murray Hill Motors, and the separate corporate existence of Truck Store shall cease.
6. Murray Hill Motors' shareholders shall waive any preemptive rights which they may have had to purchase additional shares and consent to the issuance of shares as set forth in this Plan of Merger.
7. The benefits of merging the two corporations will be cost savings.
8. The merger will be a tax-free reorganization pursuant to § 368(a)(1)(A) of the Internal Revenue Code of 1986.