

412335

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MERGER OR SHARE EXCHANGE
ELECTRO-BATTERY, INC.

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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BATTERY OUTLET OF WEST FLORIDA, INC., a Florida corporation,
P96000062710

INTO

ELECTRO-BATTERY, INC., a Florida entity, 412335.

File date: December 30, 1999

Corporate Specialist: Darlene Connell

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TALLAHASSEE, FLORIDA
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**ARTICLES OF MERGER
OF
BATTERY OUTLET OF WEST FLORIDA, INC.
INTO
ELECTRO-BATTERY, INC.**

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned Corporations, BATTERY OUTLET OF WEST FLORIDA, INC., a Florida Corporation, and ELECTRO-BATTERY, INC., a Florida Corporation, adopt the following Articles of Merger for the purpose of merging BATTERY OUTLET OF WEST FLORIDA, INC. into ELECTRO-BATTERY, INC.:

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the merger of BATTERY OUTLET OF WEST FLORIDA, INC. into ELECTRO-BATTERY, INC. is attached to these Articles as an Exhibit and incorporated herein by reference. ELECTRO-BATTERY, INC. shall be the Surviving Corporation.

Adoption of Plan

2. There are 510 shares of common stock, each of \$1.00 par value of ELECTRO-BATTERY, INC. issued and outstanding that were entitled to vote on the Plan of Merger. 510 shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger, at a special meeting of the Shareholders of ELECTRO-BATTERY, INC. held effective July 1, 1999.

3. The Plan of Merger was approved by the Board of Directors of ELECTRO-BATTERY, INC. at a special meeting of the Board held effective July 1, 1999.

4. There are 100 shares of common stock, each of \$1.00 par value of BATTERY OUTLET OF WEST FLORIDA, INC. issued and outstanding that were entitled to vote on the Plan of Merger. 100 shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger at a special meeting of the Shareholders of BATTERY OUTLET OF WEST FLORIDA, INC. held effective July 1, 1999.

5. The Plan of Merger was approved by the Board of Directors of BATTERY OUTLET OF WEST FLORIDA, INC. at a special meeting of the Board held effective July 1, 1999.

Effective Date

6. The Plan of Merger shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

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IN WITNESS WHEREOF, each of the undersigned Corporations have caused these Articles of Merger to be signed effective July 1, 1999.

BATTERY OUTLET OF WEST FLORIDA, INC.

By: Sharon M Meana
SHARON M. MEANA

Its: President

ELECTRO-BATTERY, INC.

By: Candido Meana
CANDIDO MEANA

Its: President

Alan S. Gassman
ALAN S. GASSMAN, P.A.
1245 Court Street, Suite 102
Clearwater, FL 33756
Phone (727) 442-1200
Fax (727) 443-5829
Florida Bar No. 371750

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ARTICLES OF MERGER

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**AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION
MERGING
BATTERY OUTLET OF WEST FLORIDA, INC.
INTO
ELECTRO-BATTERY, INC.**

THIS AGREEMENT of Merger and Plan of Reorganization is made effective July 1, 1999, by and between BATTERY OUTLET OF WEST FLORIDA, INC., a Florida Corporation (the "Merging Corporation"), and ELECTRO-BATTERY, INC., a Florida Corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

WHEREAS, the principal and registered office of the Surviving Corporation is in the State of Florida, located at 3138 23rd Avenue North, St. Petersburg, FL 33713, Pinellas County, Florida, its Registered Agent being ROY GALLINAR, whose address is 3138 23rd Avenue North, St. Petersburg, FL 33713; and

WHEREAS, the principal and registered office of the Merging Corporation is in the State of Florida, located at 3109D 4th Avenue East, Tampa, FL 33605, Hillsborough County, Florida, its Registered Agent being ALAN S. GASSMAN, ESQ., whose address is 1245 Court Street, Ste. 102, Clearwater, FL 33756; and

WHEREAS, the authorized capital stock of the Surviving Corporation consists of 10,000 shares of common stock at \$1.00 par value; and

WHEREAS, the Merging Corporation is currently wholly owned by the same Shareholders who own all of the stock of the Surviving Corporation; and

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the Corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of providing for more efficient operations of the business and saving professional costs.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below:

ARTICLE I

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single Corporation. The surviving Corporation shall be the Corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the effective date of this Agreement.

ARTICLE II

The mode of carrying the merger into effect shall be as follows:

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Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the same Shareholders and in the same proportion as the stock of the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the Stockholders after the effective date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the effective date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

ARTICLE III

Pursuant to applicable Statutory provisions, this Agreement shall be submitted separately to the Shareholders of the Constituent Corporations in the manner provided by the laws of the State of Florida for approval.

ARTICLE IV

This Agreement of Merger and Plan of Reorganization shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Chief Executive Officers who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.

BATTERY OUTLET OF WEST FLORIDA, INC.

By: Sharon M Meana
SHARON M. MEANA

Its: President

ELECTRO-BATTERY, INC.

By: Candido Meana
CANDIDO MEANA

Its: President

This instrument was prepared by ALAN S. GASSMAN, P.A., whose address is 1245 Court Street, Suite 102, Clearwater, Florida 34616.

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AGREEMENT OF MERGER

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