

506709



**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 806059 4343687

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 4, 1998

ORDER TIME : 4:15 PM

ORDER NO. : 806059-005

CUSTOMER NO: 4343687

CUSTOMER: Alan S. Gassman, Esq
Gassman & Conetta, P.a.
Suite 102
1245 Court Street
Clearwater, FL 33756

Merge

200002510772-1
-05/05/98-01025-010
*****70.00 *****70.00

ARTICLES OF MERGER

PINELLAS CARBURETOR OF TAMPA,
INC.

Name	5/6/98
Availability	INTO
Document	Don
Examiner	PINELLAS CARBURETOR, INC.
Updater	Don
Update	Don
Verifier	Don
Acknowledgment	Don

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN-STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

FILED
98 MAY -5 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY -5 AM 9:38
DIVISION OF CORPORATION

**02250, 00615, 00672*

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PINELLAS CARBURETOR OF TAMPA, INC., a Florida corporation H43724

INTO

PINELLAS CARBURETOR, INC., a Florida corporation, 506709.

File date: May 5, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 5, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: PINELLAS CARBURETOR, INC.
Ref. Number: 506709

RESUBMIT

Please give original
submission date as file date.

We have received your document for PINELLAS CARBURETOR, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the ^{new} registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature. *by the Surv. corp*

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 698A00024671

DIVISION OF CORPORATIONS

98 MAY -6 PM 12:09

RECEIVED

**ARTICLES OF MERGER
OF
PINELLAS CARBURETOR OF TAMPA, INC.
INTO
PINELLAS CARBURETOR, INC.**

98 MAY -5 PM 1:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned Corporations, PINELLAS CARBURETOR OF TAMPA, INC., a Florida Corporation, and PINELLAS CARBURETOR, INC., a Florida Corporation, adopt the following Articles of Merger for the purpose of merging PINELLAS CARBURETOR OF TAMPA, INC. into PINELLAS CARBURETOR, INC.:

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the merger of PINELLAS CARBURETOR OF TAMPA, INC. into PINELLAS CARBURETOR, INC. is attached to these Articles as an Exhibit and incorporated herein by reference. PINELLAS CARBURETOR, INC. shall be the Surviving Corporation.

Adoption of Plan

2. There are four hundred fifty (450) shares of common stock, each of \$1.00 par value of PINELLAS CARBURETOR, INC. issued and outstanding that were entitled to vote on the Plan of Merger. Four hundred fifty (450) 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 PINELLAS CARBURETOR, INC. held April 24, 1998.

3. The Plan of Merger was approved by the Board of Directors of PINELLAS CARBURETOR, INC. at a special meeting of the Board held April 24, 1998.

4. There are four thousand two hundred (4,200) shares of common stock, each of \$1.00 par value of PINELLAS CARBURETOR OF TAMPA, INC. issued and outstanding that were entitled to vote on the Plan of Merger. Four thousand two hundred (4,200) 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 PINELLAS CARBURETOR OF TAMPA, INC. held April 24, 1998.

5. The Plan of Merger was approved by the Board of Directors of PINELLAS CARBURETOR OF TAMPA, INC. at a special meeting of the Board held April 24, 1998.

Effective Date

6. The Plan of Merger shall be effective | April 24, 1998.

IN WITNESS WHEREOF, each of the undersigned Corporations have caused these Articles of Merger to be signed this 24th day of April, 1998 to be effective April 24, 1998.

PINELLAS CARBURETOR OF TAMPA, INC.

By: 
RICHARD GIORDANO

Its: President

PINELLAS CARBURETOR, INC.

By: 
RICHARD GIORDANO

Its: President

J:\G\GIORDANO\MERGER\ARTICLES.1
:jg*saw 11-13-97

**AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION
MERGING
PINELLAS CARBURETOR OF TAMPA, INC.
INTO
PINELLAS CARBURETOR, INC.**

THIS AGREEMENT of Merger and Plan of Reorganization is made effective April 24 1998, by and between PINELLAS CARBURETOR OF TAMPA, INC., a Florida Corporation (the "Merging Corporation"), and PINELLAS CARBURETOR, 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 12200 66th Street, North, Largo, Florida, its Registered Agent being Richard Giordano

WHEREAS, the principal and registered office of the Merging Corporation is in the State of Florida, located at 8500 Gulf Boulevard, St. Petersburg, FL 33713, Pinellas County, Florida, its Registered Agent being Richard Giordano, whose address is 12200 66th Street, North Largo, FL 34643.

WHEREAS, the authorized capital stock of the Surviving Corporation consists of one thousand (1,000) 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:

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 April 24, 1998.

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.

PINELLAS CARBURETOR OF TAMPA, INC.

By: 

RICHARD GIORDANO

Its: President

PINELLAS CARBURETOR, INC.

By: 

RICHARD GIORDANO

Its: President

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jfg*saw 11-13-97