

508146

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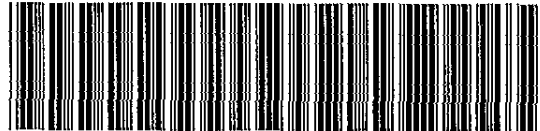
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
FEB 12 2003
DIVISION OF CORPORATIONS

CT CORPORATION

February 12, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5786836 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

COMMONWEALTH AVENUE WAREHOUSE, INC. (FL)
Merger (Discontinuing Company)
Florida

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TALLAHASSEE, FLORIDA

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMMONWEALTH AVENUE WAREHOUSE, INC., A FLORIDA
CORPORATION (508146)

,

INTO

COMMONWEALTH AVENUE WAREHOUSE, LLC, entity not qualified in
Florida.

File date: February 12, 2003

Corporate Specialist: Diane Cushing

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Commonwealth Avenue Warehouse, Inc. 4800 North Scottsdale Road Scottsdale, Arizona 85251	Florida	Corporation
Florida Document/Registration Number: 508146		FEI Number: 74-1878468
2.		
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

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SECRETARY OF STATE

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Commonwealth Avenue Warehouse, LLC 4800 North Scottsdale Road Scottsdale, Arizona 85251	Delaware	Limited Liability Corp

Registration Number: Delaware Charter #3616837 FEI Number: 94-1278569

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)


TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity
Commonwealth Avenue
Warehouse, Inc.

Signature(s)

Signature(s) _____
 _____

Typed or Printed Name of Individual

Richard Lieberman
Senior Vice President, General Counsel and
Secretary

Commonwealth Avenue
Warehouse, LLC

Harry Redman

Faith Redman
Assistant Secretary

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

(Pursuant to section 607.1107 of The Florida Business Corporation Act, and
Section 18-302 of the Limited Liability Company Act of Delaware)

The following Plan of Merger, which was adopted and approved by each party to the Merger in accordance with Section 18-302 of the Limited Liability Company Act of Delaware, is being executed for the following:

1. The name of the corporation being merged is COMMONWEALTH AVENUE WAREHOUSE, INC. (the "Corporation"), a Florida corporation.
2. The name of the limited liability company into which the Corporation is herein being merged into is:

COMMONWEALTH AVENUE WAREHOUSE, LLC.
(the "Surviving Entity").

3. The address of its registered office in the State of Delaware is 200 The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

4. The total number of shares of stock which the Corporation had authority to issue was One Thousand (1,000) shares of Common Stock, and the par value of each such share was One Dollar (\$1.00). Each share shall be converted into a one-tenth of one percent interest in the equity interests of the Surviving Entity.

5. The sole member of the surviving entity is:

FINOVA Capital Corporation
4800 North Scottsdale Road
Scottsdale Arizona 85251

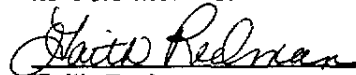
6. The governing instrument shall be the Limited Liability Company Agreement of Commonwealth Avenue Warehouse, LLC, as it may be amended from time to time.

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Dated this 30th of January, 2003.

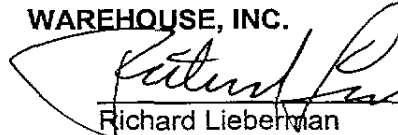
**COMMONWEALTH AVENUE
WAREHOUSE, LLC.**

By: FINOVA CAPITAL CORPORATION,
its Sole Member



Faith Redman
Assistant Secretary

**COMMONWEALTH AVENUE
WAREHOUSE, INC.**



Richard Lieberman
Senior Vice President-General
Counsel and Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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