

516560

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June 10, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/13/97--01058--009
****122.50 ****122.50

Gentlemen:

Enclosed please find the Articles of Merger for Walter Johnston, Automobilist, Inc. and Shock Warehouse, Inc.

Also enclosed is my office check in the amount of \$122.50 in payment of the following fees:

Filing Fees	\$70.00
Certified Copy F.S. 607.0122(23)	\$52.50

If there is any problem with these documents as submitted, please call toll-free to 1-800-243-8529 and speak with me or Susan.

Very truly yours,

JON AGEE

JA/bj
Enclosures

FILENAME-.ART

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 PM 12:07

merger sp
6/20/97

ARTICLES OF MERGER

NAMES OF MERGED
CORPORATION(S)

STATE OF
INC.

DOCUMENT #
IF APP.

SHOCK WAREHOUSE, INC.

FL

L42875

MERGING INTO

NAME OF SURVIVING
CORPORATION

STATE OF
INC.

DOCUMENT #
IF APP.

WALTER JOHNSTON, AUTOMOBILIST, INC.

FL

516560

IF NAME OF THE SURVIVING CORPORATION WAS CHANGED IN THE MERGER, THE NAME
THAT THE SURVIVING CORPORATION CHANGED TO:

SHOCK WAREHOUSE, INC.

File Date: 6/13/97

Effective Date, if applicable: _____

Document Examiner: Susan Payne

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 PM 12:07

This instrument was prepared by
Jon Agee, Attorney at Law
915 Middle River Drive, Suite 508
Fort Lauderdale, Florida 33304-3582

ARTICLES OF MERGER

MADE on the latter of the dates of execution set forth at the end of this document, by and between the corporations identified below in accordance with §607.1104 *Florida Statutes*, for the purpose of merging the two corporations in the manner described in the Plan of Merger set forth hereinafter in Articles 1 through 5.

PLAN OF MERGER

Article 1. The present names of the two corporations are exactly as set forth below.

WALTER JOHNSTON, AUTOMOBILIST, INC. (Document No. 516560), hereinafter referred to as the Surviving Corporation; and

SHOCK WAREHOUSE, INC. (Document No. L42875), hereinafter referred to as the Merged Corporation.

The charter or document number of each corporation appears beside its name in parentheses. Both corporations are Florida corporations in good standing. The Surviving Corporation shall be WALTER JOHNSTON, AUTOMOBILIST, INC.

Article 2. The terms and conditions of the proposed merger are that upon the effective date the capital stock of the Merged Corporation shall cease to exist and the ownership of all assets of the Merged Corporation shall pass to the Surviving Corporation, which shall assume the obligations of the Merged Corporation.

Article 3. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the Surviving Corporation is as follows. The Surviving Corporation presently owns all the issued and outstanding capital stock of the Merged Corporation. No transfer of shares is required to accomplish this merger.

Article 4. The Articles of Incorporation of the Surviving Corporation are hereby amended as follows:

Article I is amended to state that the name of the corporation shall be SHOCK WAREHOUSE, INC.

Article 5. The effective date of the merger shall be the date these Articles of Merger are filed with the Florida Secretary of State. When the merger becomes effective, the rights and obligations of the corporations and of all parties with which they do business shall be as set forth in §607.1106 Florida Statutes.

END OF PLAN OF MERGER

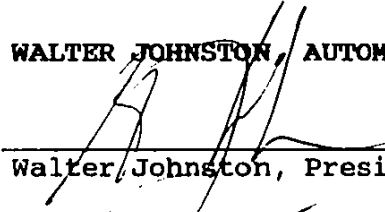
Article 6. The Merged Corporation is a subsidiary of the Surviving Corporation as defined by §607.1104 Florida Statutes. A copy of the Plan of Merger set forth herein has been mailed to each shareholder of the subsidiary who did not waive this mailing requirement. Such mailing occurred at least thirty (30) days prior to the submission of these Article of Merger to the Florida Department of State. The shareholders of the subsidiary may be entitled to be paid the fair value of their shares, if they comply with the applicable provisions of Chapter 607 Florida Statutes.

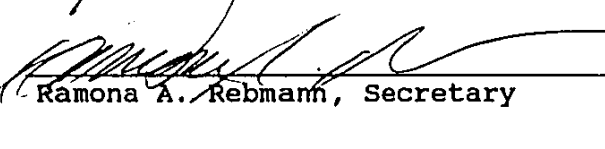
Article 7. The Board of Directors of each corporation has adopted the foregoing Plan of Merger and submitted it to the respective shareholders of the corporations in accordance with §607.1103 Florida Statutes. The shareholders of the Surviving Corporation adopted the foregoing Plan of Merger at a special meeting duly called for such purpose and held on May 23, 1997. The shareholders of the Merged Corporation adopted the foregoing Plan of Merger at a special meeting duly called for such purpose and held on May 23, 1997.

IN WITNESS WHEREOF, the President and Secretary of each corporation have placed their hands and the seal of that corporation pursuant to the valid, unrevoked resolution of the shareholders on the day and year set forth below.

Signed and sealed on behalf of the Surviving Corporation on ~~May~~ June 4, 1997.

WALTER JOHNSTON, AUTOMOBILIST, INC.

By:  (SEAL)
Walter Johnston, President

By:  (SEAL)
Ramona A. Rebmann, Secretary

Signed and sealed on behalf of the Merged Corporation on June 9/4,
1997.

SHOCK WAREHOUSE, INC.

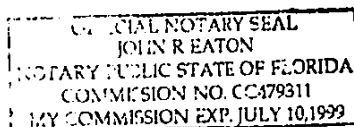
By: [Signature] (SEAL)
Walter Johnston, President

By: [Signature] (SEAL)
Ramona A. Rebmann, Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Before me, an officer duly authorized by the State of Florida to administer oaths and to take acknowledgments, appeared WALTER JOHNSTON and RAMONA A. REBMANN, the President and Secretary, respectively of WALTER JOHNSTON, AUTOMOBILIST, INC., a Florida corporation, who produced Florida Driver Licenses No. J523-919-39-255 and No. R155-721-40-913-0, respectively, as identification, who did not take an oath, and acknowledged before me that they executed the foregoing Articles of Merger on behalf of the corporation for the purposes therein expressed, this 4 day of June, 1997.


[Signature]
Notary Public
State of Florida at large
My commission expires:



STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Before me, an officer duly authorized by the State of Florida to administer oaths and to take acknowledgments, appeared WALTER JOHNSTON and RAMONA A. REBMANN, the President and Secretary, respectively of SHOCK WAREHOUSE, INC., a Florida corporation, who produced Florida Driver Licenses No. 5523 919-39-255 and No. R155-721-40-913-0, respectively, as identification, who did not take an oath, and acknowledged before me that they executed the foregoing Articles of Merger on behalf of the corporation for the purposes therein expressed, this 4 day of ~~May~~, 1997.

June



Notary Public
State of Florida at large
My commission expires:

