

563874



ACCOUNT NO. : 072100000032
REFERENCE : 875278 83487A
AUTHORIZATION : Patricia Pizut
COST LIMIT : \$ 122.50

ORDER DATE : June 30, 1998
ORDER TIME : 10:40 AM
ORDER NO. : 875278-005
CUSTOMER NO: 83487A
CUSTOMER: Ms. Jackie Alvarez
Nelson C. Keshen, P.a.
Suite 1511
9130 South Dadeland Boulevard
Miami, FL 33156

FILED
98 JUN 30 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

300002576103--9

FOREIGN PARTS WAREHOUSE, INC.

INTO

TROPICAL INTERNATIONAL CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: CC

Merger 7-1-98

99 JUN 30 AM 11:22
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

FOREIGN PARTS WAREHOUSE, INC., a Florida corporation, L98792

INTO

TROPICAL INTERNATIONAL CORP., a Florida corporation, 563874

File date: June 30, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

TROPICAL INTERNATIONAL CORP., a Florida corporation, ("TROPICAL"), and FOREIGN PARTS WAREHOUSE, INC., a Florida corporation, ("FOREIGN") and the corporations together are referred to as the "Constituent Corporations" hereby cause these Articles of Merger to be filed.

RECITALS

- A. Each of the Corporations is a Florida corporation.
- B. The respective Boards of Directors of each of the Corporations and the shareholders of each of the Corporations have unanimously approved the Plan of Merger.

ARTICLE ONE

PLAN OF MERGER

1. The Merger

At the effective time of the merger, the separate existence of FOREIGN shall cease and FOREIGN shall be merged into TROPICAL which shall continue its existence and the corporation surviving the merger (the "Surviving Corporation"). Consummation of this Agreement shall be effected by the filing thereof with the Secretary of State of Florida. The effective date of this merger shall be June 30, 1998.

2. Governing Laws

The laws that are to govern the Surviving Corporation are the laws of the State of Florida.

3. Articles of Incorporation and Bylaws

The Articles of Incorporation of TROPICAL INTERNATIONAL CORP. at the effective time of the merger shall become and continue to be the Articles of Incorporation of the Surviving Corporation until changed as provided by law.

The Bylaws of TROPICAL INTERNATIONAL CORP. at the effective time of the merger shall become and continue to be the Articles of Incorporation of the Surviving Corporation until altered or amended.

4. Directors and Officers

The Directors and Officers of TROPICAL INTERNATIONAL CORP. at the effective time of the merger shall become and continue to be the directors and officers of the Surviving Corporation until their successors are chosen and assume office.

5. Annual Meeting of Stockholders

The first annual meeting of stockholders of the Surviving Corporation after the effective time of the merger shall be the next annual meeting provided by the Bylaws of the Surviving Corporation.

6. Terms of Conversion of Shares And Cancellation of Fashion's Shares

Each five (5) shares of FOREIGN common stock issued and outstanding on the effective date of the merger shall represent one share of the common stock of the TROPICAL. No shares of Tropical will be issued to the shareholders of FOREIGN.

7. Rights and Liabilities of the Constituent Corporations

At the effective time of the merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, powers, and franchises both of a public and private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations; and all rights, privileges, powers, and franchises of each of the Constituent Corporations and all property, real personal, and mixed, and all debts and obligations due to either of said Constituent Corporations on whatever account and for whatever reason shall be belong to and vest in the Surviving Corporation; and all property, rights, privileges, powers, franchises, and interests shall be thereafter effectually the property of the Surviving Corporation as they were of the individual Constituent Corporation to which they formerly belongs, and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason the merger; provided, however, that all enforceable rights of creditors and all enforceable liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all enforceable debts, liabilities and duties of said Constituent Corporations respectively shall thenceforth attach to the Surviving Corporations, and may be enforced against it to the same extent as if said debts, liabilities, and duties has been incurred or contracted by the Surviving Corporation.

8. Service of Process

The Surviving Corporation agrees that it may be served with process in the State of Florida for enforcement of any obligations of Fashion. The Resident Agent of TROPICAL, Inc. at the effective time of the merger shall be the resident agent of the Surviving Corporation until a successor is appointed and accepts to serve.

9. Signatures

This Agreement shall be signed by the president of each of the Constituent Corporations.

10. Further Assurances

Each Constituent Corporation agrees that from time to time, as when requested by the Surviving Corporation or by its successors or assigns, it will executed and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as the Surviving Corporations may deem necessary or desirable, in order to more fully to vest in and confirm to the Surviving Corporation title to and possession of all of its property, rights, privileges, powers, and franchises and otherwise to carry out the interest and purposes of this Agreement.

ARTICLE TWO

SHAREHOLDER APPROVAL

All of the shareholders of each of the Corporations have approved the merger.

ARTICLE THREE

BOARD OF DIRECTORS'S APPROVAL

On June 1, 1998, the respective Boards of Directors of each of the Constituent Corporations agreed to the merger of FOREIGN into TROPICAL in accordance with the applicable laws of the State of Florida.

IN WITNESS WHEREOF, each of the Constituent Corporations has executed these Articles of Merger this 29th day of June, 1998.

Witnesses:

Wckw

Barbara A. Sciandra

TROPICAL INTERNATIONAL CORP, INC.

Jose A. Garcia

By: Jose A. Garcia, President

(Corporate Seal)

ATTEST:

Barbara A. Sciandra
Barbara Sciandra, Assistant Secretary

Witnesses

Wckw

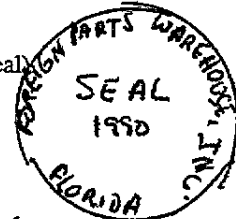
Barbara A. Sciandra

FOREIGN PARTS WAREHOUSE, INC.

Jose A. Garcia

By: Jose A. Garcia, President

(Corporate Seal)



ATTEST:

Barbara A. Sciandra
Barbara Sciandra, Assistant Secretary

STATE OF FLORIDA)

SS:

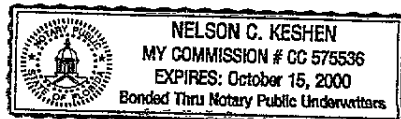
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOSE A. GARCIA as President of TROPICAL INTERNATIONAL CORP, a Florida corporation, and as President of FOREIGN PARTS, WAREHOUSE, INC., a Florida corporation, and acknowledged that he executed the above and foregoing Articles of Merger for and on behalf of each of said Corporations after having been duly authorized to do so.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of June, 1998.

Nelson C. Keshen

NOTARY PUBLIC STATE OF FLORIDA



STATE OF FLORIDA)

SS:

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOSE A. GARCIA as President of TROPICAL INTERNATIONAL CORP, a Florida corporation, and as President of FOREIGN PARTS, WAREHOUSE, INC., a Florida corporation, and acknowledged that he executed the above and foregoing Articles of Merger for and on behalf of each of said Corporations after having been duly authorized to do so.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of June, 1998.



NOTARY PUBLIC STATE OF FLORIDA

