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Division of Corporations

CT CORPORATION

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MERGER OR SHARE EXCHANGE

COMMERCIAL VEHICLES OF SOUTH FLORIDA INC.

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EXPIRATION DATE  
8-31-04

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### 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:

Name and Street Address	Jurisdiction	Entity Type
1. Commercial Vehicle of South Florida Inc. 2840 Cargill Port Circle Pompano Beach, FL 33064	Florida	Corporation
Florida Document/Registration Number: 506694		FBI Number: 591620444
2. Sterling and Western Star Trucks of Tampa, LLC 7825 US Hwy, 391 N. Tampa, FL 33637	Delaware	LLC
Florida Document/Registration Number: M00000001190		FBI Number: 912051231
3. Freightliner of Tampa LLC 8211 Adams Dr. Tampa, FL 33619	Delaware	LLC
Florida Document/Registration Number: M89000000722		FBI Number: 509674441
4.		
Florida Document/Registration Number:		FBI Number:

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

Name and Street Address	Jurisdiction	Entity Type
Commercial Vehicles of South Florida Inc. 2840 Center Port Circle Pompano Beach, FL 33064	Florida	Corporation
Florida Document/Registration Number: 598884		FEI Number: 591829444

**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 substituted service of process pursuant to Chapter 43, 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, 620.203, 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.

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**AGREEMENT AND PLAN OF MERGER**  
**STERLING AND WESTERN STAR TRUCKS OF TAMPA, LLC**  
**AND**  
**FREIGHTLINER OF TAMPA LLC**  
**WITH AND INTO**  
**COMMERCIAL VEHICLES OF SOUTH FLORIDA INC.**

The parties to this Agreement and Plan of Merger are Sterling and Western Star Trucks of Tampa, LLC, formerly known as Sterling Trucks of Tampa, LLC, a Delaware limited liability company ("Sterling"), Freightliner of Tampa LLC, a Delaware limited liability company ("FOT"), and Commercial Vehicles of South Florida Inc., formerly known as Freightliner Trucks of South Florida, Inc., a Florida corporation ("South Florida").

The parties hereby agree as follows:

1. Sterling and FOT (the "LLCs") shall merge with and into South Florida pursuant to the provisions of the Section 18-209 of the Delaware Limited Liability Company Act and Section 607.1108 of the Florida Business Corporation Act (together, "Applicable Law").
2. The Merger shall be effective as of the close of business on August 31, 2004 or at such other time (including such effective time) as the President of South Florida, in his sole discretion, determines and specifies in the in the Articles of Merger filed with the Secretary of State of Florida and the Certificate of Merger executed by such officer on behalf of South Florida and filed with the Secretary of State of Delaware ("Effective Time of the Merger").
3. The separate existence of each of the LLCs shall cease as of the Effective Time of the Merger pursuant to the provisions of Applicable Law. South Florida shall continue its existence as a Florida corporation and the surviving entity in the Merger pursuant to Applicable Law and this Agreement and Plan of Merger.
4. In the Merger, each of the following shall occur simultaneously as of the Effective Time of the Merger: (a) the outstanding membership interests in each of the LLCs shall cease to be outstanding and shall be cancelled, retired and cease to exist and (b) the outstanding shares of South Florida shall be unaffected by the Merger and shall continue to be held by Freightliner Market Development Corporation, a Delaware corporation, the sole shareholder of South Florida and the sole member of each of the LLCs.
5. South Florida, acting through its officers, is hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents that shall be or become necessary, proper or convenient to carry out the Merger or put into effect any of the provisions of this Agreement and Plan of Merger.
6. South Florida, as the surviving corporation in the Merger, agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of the LLCs that are to merge into the corporation,

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irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding. The address to which a copy of such process shall be mailed to the surviving corporation by the Secretary of State is 4747 North Channel Avenue, Portland, Oregon 97217, Attention: General Counsel.

7. Each party by its execution of this Agreement and Plan of Merger hereby certifies that this Agreement and Plan of Merger has been approved by all necessary action of its sole member (in the case of each of the LLCs) and its Board of Directors and sole shareholder (in the case of South Florida) and hereby adopts, approves, certifies and acknowledges this Agreement and Plan of Merger.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of August 30 2004.

STERLING AND WESTERN STAR  
TRUCKS OF TAMPA, LLC

By   
William G. Gordon, President

FREIGHTLINER OF TAMPA LLC

By   
William G. Gordon, President

COMMERCIAL VEHICLES OF SOUTH  
FLORIDA, INC.

By   
William G. Gordon, President

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