

# 576233

Document Number Only

CT Corporation System  
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Tallahassee, FL 32301  
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Attn: Jeff Netherton

FILED  
DEC 21 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-31-98

100002717481--1

-12/21/98--01048--023

\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Brake Service and Equipment Co. of Florida, Inc.

Merging:

Brake Service and Equipment Co. of Fort Lauderdale, Inc.

- |   |   |   |
|---|---|---|
| <input type="checkbox"/> Profit               | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input checked="" type="checkbox"/> Nonprofit |   |   |
| <input type="checkbox"/> Foreign              | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|   | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership  | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> LLC       | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|   | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy       | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready      | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In   | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out             |   |   |

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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/21/98

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DEC  
12/22

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

BRAKE SERVICE AND EQUIPMENT CO. OF FORT LAUDERDALE, INC., a  
Florida corporation 575021

INTO

**BRAKE SERVICE AND EQUIPMENT CO. OF FLORIDA, INC.,** a Florida  
corporation, 576233.

File date: December 21, 1998 , effective December 31, 1998

Corporate Specialist: Karen Gibson

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

Name \_\_\_\_\_ Jurisdiction \_\_\_\_\_

Brake Service and Equipment Co. of Florida, Inc. Florida

**Second:** The name and jurisdiction of each merging corporation is:

Name \_\_\_\_\_ Jurisdiction \_\_\_\_\_

Brake Service and Equipment Co. of Fort Florida  
Lauderdale, Inc.

**EFFECTIVE DATE**

12-31-98

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** 12 / 31 / 98 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/15/98

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/15/98

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**FILED**  
88 DEC 21 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Brake Service and  
Equipment Co. of  
Fort Lauderdale, Inc.

mac McConnell

Mac McConnell, Vice  
President

Brake Service and  
Equipment Co. of  
Florida, Inc.

Mac McConnell

Mac McConnell, Vice  
President

## PLAN OF MERGER (Non Subsidiaries)

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Brake Service and Equipment Co. of Florida, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each subsidiary corporation is

<u>Name</u>	<u>Jurisdiction</u>
<u>Brake Service and Equipment Co. of Fort Lauderdale, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows: All outstanding shares of the subsidiary corporation are owned by the parent corporation. Accordingly, (i) all outstanding shares of the subsidiary corporation shall be cancelled and no shares of the parent corporation or other property, rights or other consideration shall be issued in exchange therefore, and (ii) all outstanding shares of the parent corporation shall remain outstanding.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows: N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: N/A