

590484

(Requestor's Name)

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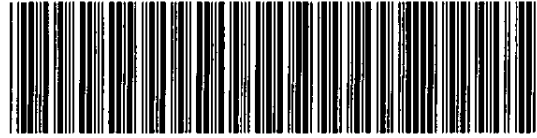
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FILED
08 APR 28 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merge
SP 4/29



FLORIDA DEPARTMENT OF STATE
Division of Corporations

REC'D MAR 28 2008

March 26, 2008

Patrick M. O'Connor
O'Connor & Associates
1250 S. Belcher Road, Suite 160
Largo, FL 33771

SUBJECT: J & A LEASING, INC.
Ref. Number: 590484

We have received your document for J & A LEASING, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The Plan of Merger was not attached. Also Article VI states that the name of the surviving corporation is to be amended, but the name is the same. Please clarify.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 708A00017925

O'CONNOR & ASSOCIATES

Attorneys at Law

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* LL.M. - Taxation
**Also admitted in New York and
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E-mail: potaxlaw@aol.com

March 21, 2008
File No.: 4044-0100

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Merger for Vette Brakes & Products, Inc., into J & A Leasing, Inc.

To Whom It May Concern:

Enclosed please find the signed original and one signed copy of the Articles of Merger of the above referenced Corporation's. We have also enclosed a check in the amount of \$70.00 for the filing fees of the Articles of Merger. Please mail me the copy of the Articles of Merger with the appropriate stamped information in the enclosed self addressed stamped envelope.

If you have any questions, please do not hesitate to call us.

Very truly yours,

O'CONNOR & ASSOCIATES



Patrick M. O'Connor

PMO/psb
Enclosures

O'CONNOR & ASSOCIATES

Attorneys at Law

PATRICK M. O'CONNOR*
DEBORAH ANN A'HEARN**

1250 S. Belcher Road, Suite 160
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* LL.M. - Taxation
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April 24, 2008
File No.: 4044-0100

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Merger for Vette Brakes & Products, Inc., into J & A Leasing, Inc.

To Whom It May Concern:

Enclosed are the following items:

1. A copy of the Florida Department of State March 26, 2008 letter;
2. An original and one (1) copy of the Articles of Merger of Vette Brakes & Products, Inc. into J & A Leasing, Inc.;
3. A copy of the Plan of Merger.

Please ignore the item in Article VI regarding the Amendment to the name, obviously the name will remain as J & A Leasing, Inc.

Please feel free to contact our office with any questions or concerns.

Very truly yours,

O'CONNOR & ASSOCIATES

Patrick M. O'Connor
PMO/mz
Enclosures

cc: Vette Brakes & Products

RECEIVED

APR 28 10 00 AM '08
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
VETTE BRAKES & PRODUCTS, INC. INTO J & A LEASING, INC.**

Pursuant to the provisions of Sections 607.1101 through 607.1105 Florida Statutes, the above referenced Corporation hereby files these Articles of Merger and states:

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TALLAHASSEE, FLORIDA

Article I

The Plan of Merger (the "Plan") is attached hereto as Exhibit "A" and is incorporated herein by reference.

Article II

The names of the corporation subject to this merger are J & A LEASING, INC., (the "Surviving Corporation") and VETTE BRAKES & PRODUCTS, INC. (the "Merging Corporation").

Article III

The effective date of the merger shall be January 1, 2008.

Article IV

Shareholder and Director approval was required and obtained by both the Surviving Corporation and the Merging Corporation. The merger was unanimously approved by the Directors and Shareholders of each Corporation.

Article V

The date that the merger was adopted by the Shareholders and Directors of the Surviving Corporation effective January 1, 2008. The date of the merger was adopted by the Shareholders and Directors of the Merging Corporation effective January 1, 2008.

Article VI

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

A. The name of the Corporation shall be: J & A Leasing, Inc.

B. The total number of shares of common stock which the corporation is authorized to issue is one thousand (1,000) and a par value of ten cents (\$0.10) amounting in the aggregate to one hundred dollars (\$100.00).

In witness whereof the parties hereto set their seal as of the date below written.

J & A LEASING, INC., a Florida corporation

Effective Date: January 1, 2008

By: Angelo Gonzalez
Printed Name: ANGELO GONZALEZ
Title: President

Attest: Josephine Gonzalez
Printed Name: Josephine Gonzalez
Title: Secretary

VETTE BRAKES & PRODUCTS, INC., a
Florida corporation

Effective Date: January 1, 2008

By: Angelo Gonzalez
Printed Name: Angelo Gonzalez
Title: President

Attest: Josephine Gonzalez
Printed Name: Josephine Gonzalez
Title: Secretary

**PLAN OF MERGER BETWEEN VETTE BRAKES & PRODUCTS, INC.
(THE "MERGING CORPORATION") AND J & A LEASING, INC.
(THE "SURVIVING CORPORATION")**

Pursuant to the provisions of Sections 607.1101 through 607.1105 Florida Statutes, the above referenced Corporations by and through their Shareholders and Directors do unanimously adopt, ratify and confirm this Plan of Merger (the "Plan") between the two Corporations and states:

Article I

The names of the Corporations subject to this merger are VETTE BRAKES & PRODUCTS, INC., and J & A LEASING, INC.

Article II

VETTE BRAKES & PRODUCTS, INC., shall be the "Merging Corporation" and J & A LEASING, INC., shall be the "Surviving Corporation".

Article III

The merger shall have an effective date of JANUARY 1, 2008. All of the voting and non-voting stock of VETTE BRAKES & PRODUCTS, INC., shall be tendered to the Surviving Corporation and shares in the Surviving Corporation shall be issued to the previous Shareholders of the Merging Corporation in such amounts as follows:

	<u>Name</u>	<u>Number of J&A Leasing Shares</u>
a.	Josephine Gonzalez and Angelo Gonzalez As Trustees of the Josephine Gonzalez Revocable Living Trust U/T/A dated 11/12/96	40
b.	Angelo Gonzalez and Josephine Gonzalez As Trustees of the Angelo Gonzalez Revocable Living Trust U/T/A dated 11/12/96	40
c.	Gary Gonzalez	10
d.	Alan Gonzalez	10

Article IV

The name of the Surviving Corporation shall be J & A LEASING, INC., and therefore the Articles of Incorporation of the Surviving Corporation shall be amended to reflect this name change.

Article V

The address of the principal place of business of the Surviving Corporation shall remain at 2024 45TH STREET NORTH, ST. PETERSBURG, FLORIDA 33713. The registered agent shall be ANGELO GONZALEZ, 2024 45TH STREET NORTH, ST. PETERSBURG, FLORIDA 33713.

(The remainder of this page was intentionally left blank.)

The above Plan of Merger has been unanimously adopted by the Shareholders and Directors of both the Surviving Corporation and the Merging Corporation effective as of JANUARY 1, 2008.

J & A LEASING, INC., a Florida corporation

Effective Date: January 1, 2008

By: Angelo Gonzalez
Printed Name: Angelo Gonzalez
Title: President

Attest: Josephine Gonzalez
Printed Name: Josephine Gonzalez
Title: Secretary

VETTE BRAKES & PRODUCTS, INC., a Florida corporation

Effective Date: January 1, 2008

By: Angelo Gonzalez
Printed Name: Angelo Gonzalez
Title: President

Attest: Josephine Gonzalez
Printed Name: Josephine Gonzalez
Title: Secretary