



678688

ACCOUNT NO. : 072100000032

REFERENCE : 249484 81875A

AUTHORIZATION :

COST LIMIT :

Patricia Pigut

ORDER DATE : February 5, 1997

ORDER TIME : 11:36 AM

ORDER NO. : 249484-005

300002079333--4

CUSTOMER NO: 81875A

CUSTOMER: Leonard H. Johnson, Esq
Schrader Johnson Auvil & Brock
37837 Meridian Avenue, Ste 314
P.O. Box 2337
Dade City, FL 33525

ARTICLES OF MERGER

KING DELAWARE, INC.

INTO

KING AUTOMOTIVE &
INDUSTRIAL EQUIPMENT, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: SUSANA ROMAGOSA

EXAMINER'S INITIALS:

N HENDRICKS FEB - 5 1997

FILED 96
97 FEB - 5 PM 2:47
RECEIVED
TALLAHASSEE, FLORIDA
DEPARTMENT OF REVENUE
SECRETARY OF REVENUE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

KING AUTOMOTIVE & INDUSTRIAL EQUIPMENT, INC., A FLORIDA
CORPORATION, 678688.

INTO

KING DELAWARE, INC., a Delaware corporation not qualified in Florida.

File date: February 5, 1997

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER
OF
KING AUTOMOTIVE & INDUSTRIAL EQUIPMENT, INC.
AND
KING DELAWARE, INC.**

FILED
97 FEB -3 PM 2:11
SECRET

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging KING AUTOMOTIVE & INDUSTRIAL EQUIPMENT, INC. ("KING") with and into KING DELAWARE, INC. (KDI).

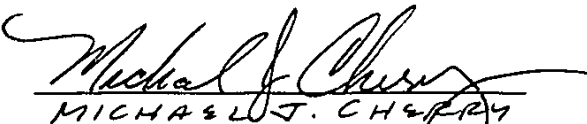
2. The shareholders of KING entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on January 27, 1997, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of KING with and into KDI is permitted by the laws of the jurisdiction of organization of KDI and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of KDI was January 27, 1997.

EXECUTED on January 27, 1997.

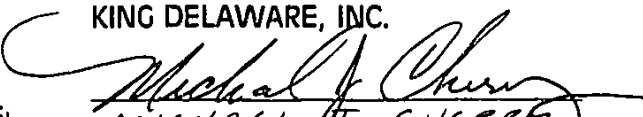
KING AUTOMOTIVE & INDUSTRIAL
EQUIPMENT, INC.

BY:
NAME:
TITLE:


MICHAEL J. CHERRY
PRESIDENT

KING DELAWARE, INC.

BY:
NAME:
TITLE:


MICHAEL J. CHERRY
PRESIDENT

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "AGREEMENT") is made and entered in to as of the 27th day of January, 1997, by and between KING DELAWARE, INC., a Delaware corporation ("KDI"), and KING AUTOMOTIVE & INDUSTRIAL EQUIPMENT, INC., a Florida corporation (the "COMPANY").

W I T N E S S E T H:

WHEREAS, the shareholders of KDI and the Company deem it advisable and in their respective best interests to consummate the transactions described herein; and

NOW, THEREFORE, for and in consideration of the premises, and the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Company and KDI shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Delaware General Corporation Law be merged with and into a single corporation, to wit, KDI, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name "KING AUTOMOTIVE & INDUSTRIAL EQUIPMENT, INC." pursuant to the provisions of the Delaware General Corporation Law. The separate existence of the Company, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Certificate of Incorporation of KDI as in effect at the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of the surviving corporation except that the First Article thereof, relating to the name of the corporation is hereby amended and changed to read as follows at the effective time and date of the merger.

FIRST

"The name of the Corporation is: KING AUTOMOTIVE & INDUSTRIAL EQUIPMENT, INC."

and said Certificate of Incorporation as herein amended shall continue in full force and effect until further amended and changed in the manner prescribed by the Delaware General Corporation Law.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the Delaware General Corporation Law.

4. The directors and officers in office of the surviving corporation of the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. At the effective time and date of the merger by virtue of the merger, and without any action on the part of the holders thereof, the manner and the basis of converting the shares of the Company and KDI shall be as follows:

(a) each share of the Common Stock of the Company issued and outstanding at the effective time and date of the merger shall be cancelled, retired and converted into and become the right to receive one (1) share of KDI's Common Stock, \$1.00 par value per share; and

(b) the shares of KDI shall not be converted, but each said share which is issued at the effective time and date of the merger shall be cancelled and shall no longer be issued or outstanding.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the provisions of the Delaware General Corporation Law.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are 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 which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided.

IN WITNESS WHEREOF, the parties have executed or caused this Agreement to be executed by their duly authorized agents as of the date and year first above written.

KING DELAWARE, INC.

BY:
NAME:
TITLE:


MICHAEL J. CHERRY
PRESIDENT

KING AUTOMOTIVE & INDUSTRIAL
EQUIPMENT, INC.

BY:
NAME:
TITLE:


MICHAEL J. CHERRY
PRESIDENT

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