

681965

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MERGER OR SHARE EXCHANGE

ABCA, INC.

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MERGER  
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 26, 2005

ABCA, INC.  
C/O CORPORATION SERVICE COMPANY  
2711 CENTERVILLE RD., STE. 400  
WILMINGTON, DE 19808

SUBJECT: ABCA, INC.  
REF: 681965

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ON PAGE 1 OF THE ARTICLES OF MERGER, THE MERGING CORPORATION IS REFERRED TO AS A FLORIDA CORPORATION. IT IS A GEORGIA CORPORATION.

NO MENTION OF SURVIVOR APPROVAL FOR THE SURVIVING CORPORATION IS GIVEN.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

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

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Karen Gibson  
Document Specialist

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## ARTICLES OF MERGER

merging

### FIRST ATLANTA LEASE LIQUIDATING CORPORATION

(a Georgia Close Corporation and  
referred hereinafter as the "Merging Corporation")

into

### ABCA, INC.

(a Florida Corporation and  
referred hereinafter as the "Surviving Corporation")

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic 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 First Atlanta Lease Liquidating Corporation with and into ABCA, Inc.

2. The merger of First Atlanta Lease Liquidating Corporation with and into ABCA, Inc. is permitted by the laws of the jurisdiction of organization of First Atlanta Lease Liquidating Corporation and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of First Atlanta Lease Liquidating Corporation was November 5, 2004.

3. The shareholders of First Atlanta Lease Liquidating Corporation and ABCA, Inc., entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on November 5, 2004 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on 12/31/2004.

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have caused this plan to be signed by their duly authorized officers as of the 9<sup>th</sup> of November, 2004.

Surviving Corporation:

ABCA, INC.

By: Aprille M. Mitchell

Name: Aprille M. Mitchell

Title: Assistant Vice President

Attest: Beverly W. Jackson

Name: Beverly W. Jackson

Title: Assistant Secretary

Merging Corporation:

FIRST ATLANTA LEASE LIQUIDATING CORPORATION

By: Aprille M. Mitchell

Name: Aprille M. Mitchell

Title: Assistant Vice President

Attest: Beverly W. Jackson

Name: Beverly W. Jackson

Title: Assistant Secretary

## PLAN OF MERGER

merging

### FIRST ATLANTA LEASE LIQUIDATING CORPORATION

(a Georgia Close Corporation and  
referred hereinafter as the "Merging Corporation")

into

### ABCA, INC.

(a Florida Corporation and  
referred hereinafter as the "Surviving Corporation")

PLAN OF MERGER approved on November 5, 2004 by First Atlanta Lease Liquidating Corporation, a business corporation of the State of Georgia, and by resolution adopted by the Shareholder on said date, and approved on November 5, 2004 by ABCA, Inc., a business corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date.

1. First Atlanta Lease Liquidating Corporation and ABCA, Inc. shall, pursuant to the provisions of the Georgia Business Corporation Code (the "GBCC") and of the laws of the jurisdiction of organization of ABCA, Inc., be merged with and into a single corporation, to wit, ABCA, Inc., which shall be the Surviving Corporation at the effective time and 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 its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of First Atlanta Lease Liquidating Corporation, which is sometimes hereinafter referred to as the "Merging Corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Georgia Business Corporation Code (the "GBCC").

2. The Articles of Incorporation of the Surviving Corporation as in force and effect at the effective time and date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said Surviving Corporation.

3. The bylaws of the Surviving Corporation as in force and effect at the effective time and date of the merger 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 jurisdiction of organization of said Surviving Corporation.

4. The directors and officers in office of the Surviving Corporation at the effective time and date of the merger 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. Each issued share of the Merging Corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into common shares of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Merging Corporation for their approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation Code (the "GBCC") and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the Merging Corporation in the manner prescribed by the provisions of the Georgia Business Corporation Code (the "GBCC") and by the shareholders of the Surviving Corporation in compliance with the laws of the jurisdiction of its organization, the Merging 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 Georgia and by the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Merging Corporation is a Close Corporation and does not have directors. The Board of Directors and the proper officers of the 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 for.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have caused this plan to be signed by their duly authorized officers as of the 9<sup>th</sup> of November, 2004.

Surviving Corporation:

ABCA, INC.

By: Aprille M. Mitchell

Name: Aprille M. Mitchell

Title: Assistant Vice President

Attest: Beverly W. Jackson

Name: Beverly W. Jackson

Title: Assistant Secretary

Merging Corporation:

FIRST ATLANTA LEASE LIQUIDATING CORPORATION

By: Aprille M. Mitchell

Name: Aprille M. Mitchell

Title: Assistant Vice President

Attest: Beverly W. Jackson

Name: Beverly W. Jackson

Title: Assistant Secretary