



714030

FILED
02 FEB -1 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 198070 6457A
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 70.00

ORDER DATE : February 1, 2002

ORDER TIME : 12:57 PM

600004853906--2

ORDER NO. : 198070-005

CUSTOMER NO: 6457A

Merge

CUSTOMER: Ms. Dale Barnett
Arnold Matheny & Eagan, P.a.
Suite 201
801 N. Magnolia Avenue
Orlando, FL 32803

RECEIVED
02 FEB -1 PM 1:50
DEPARTMENT OF STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

AUTOMOTIVE SERVICE ASSOCIATION
OF FLORIDA, INC.

INTO

FLORIDA INDEPENDENT TIRE
DEALERS AND RETREADERS
ASSOCIATION, INC.

File 154

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

RR
2/4/02

ARTICLES OF MERGER
Merger Sheet

MERGING:-----

AUTOMOTIVE SERVICE ASSOCIATION OF FLORIDA, INC., a Florida
corporation 726483

INTO

**FLORIDA INDEPENDENT TIRE DEALERS AND RETREADERS
ASSOCIATION, INC.,** a Florida entity, 714030.

File date: February 1, 2002

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

OF

AUTOMOTIVE SERVICE ASSOCIATION OF FLORIDA, INC.,
A Florida not for profit corporation,

INTO

FLORIDA INDEPENDENT TIRE DEALERS AND RETREADERS ASSOCIATION, INC.,
a Florida not for profit corporation

ARTICLES OF MERGER between the Florida Independent Tire Dealers and Retreaders Association, Inc., a Florida not for profit corporation ("FITDRA") and the Automotive Service Association of Florida, Inc., a Florida not for profit corporation ("ASA-FL").

Under 617.1101 et seq. of the Florida Not For Profit Corporation Act (the "Act"), FITDRA and ASA-FL adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated January 26, 2002 ("Plan of Merger"), between FITDRA and ASA-FL was adopted by the Board of Directors of FITDRA on December 1, 2001; was adopted by the Members of FITDRA on January 26, 2002, such number of votes sufficient for approval by the Members of FITDRA; was adopted by the Board of Directors of ASA-FL on December 1, 2001; and was adopted by the Members of ASA-FL on January 26, 2002, such number of votes sufficient for approval by the Members of ASA-FL.
2. Under the Plan of Merger, all of the Members of ASA-FL will become Members of FITDRA with FITDRA the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Under 617.1106 of the Act, the date and time of the effectiveness of the Merger shall be February 1, 2002.

IN WITNESS WHEREOF, the parties have set their hands and seals on and as of the date set forth below:

FILED
02 FEB -1 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTEST:

FLORIDA INDEPENDENT TIRE DEALERS AND RETREADERS ASSOCIATION, INC.,
a Florida not for profit corporation

By: _____
John Tidwell, President

DATED: January ____, 2002

ATTEST:

AUTOMOTIVE SERVICE ASSOCIATION OF FLORIDA, INC.,
a Florida not for profit corporation

By: 
Rick Smith, President

DATED: January 22, 2002

ATTEST:

FLORIDA INDEPENDENT TIRE DEALERS AND RETREADERS ASSOCIATION, INC.,
a Florida not for profit corporation

By: John Tidwell

John Tidwell, President

DATED: January 31, 2002

ATTEST:

AUTOMOTIVE SERVICE ASSOCIATION OF FLORIDA, INC.,
a Florida not for profit corporation

By: _____

Rick Smith, President

DATED: January ____, 2002

EXHIBIT A
PLAN OF MERGER
FITDRA and ASA-FL

The following Plan of Merger is adopted and incorporated into the Agreement and Plan of Merger to which it is attached and incorporated by reference therein by Florida Independent Tire Dealers and Retreaders Association, Inc ("FITDRA") and Automotive Service Association of Florida, Inc. ("ASA-FL"). In connection with the merger of ASA-FL into FITDRA (on a merged basis, the "Merged Corporation(s)"):

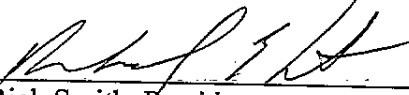
1. (a) The Articles of Incorporation and By-Laws of FITDRA shall be the Articles of Incorporation and By-Laws of the Merged Corporation, provided however the Board of the Directors of the Merged Corporation shall have the power, right and authority, with the approval, authorization or ratification of the members of the Merged Corporation, to amend and/ or to amend and restate the Articles of Incorporation and By-Laws of the Merged Corporations. The Board of Directors and members shall amend and/or restate such Articles of Incorporation and By-Laws so as to preserve the Section 501 (c) 6 status of the Merged Corporation and, to the greatest extent possible, the mission, purposes objectives and services of each of the Merged Corporations.


(b) The Articles of Incorporation of FITDRA shall be amended in the Articles of Merger so that the name of the Merged Corporation shall be Florida Automotive Trades Association, Inc.

(c) Meetings of the Board of Directors and members of the Merged Corporation shall be held and conducted in accordance with the Articles of Incorporation and By-Laws of FITDRA and the required or requisite vote to approve, authorize or ratify an amendment and/or restatement shall be as provided in the Articles of Incorporation and By-Laws of FITDRA.
2. The Board of Directors of each of the Merged Corporation shall constitute the Board of Directors of the Merged Corporation. The Members of the Board of Directors shall serve until their successors are duly elected in accordance with the Articles of Incorporation and By-Laws then in force and effect.
3. The officers of the Merged Corporation together with the Past Presidents of FITDRA and ASA-FL shall constitute the Executive Committee of the Merged Corporation. The following current officers of FITDRA and ASA-FL shall serve as in the following offices of the Merged Corporation by virtue of the Plan of Merger. Such persons may be subsequently elected to an executive office of the Merged Corporation in accordance with the Articles of Incorporation and By-Laws then in force and effect.

President of FITDRA shall serve as the President of the Merged Corporation
President Elect of FITDRA who is also President Elect of ASA-FL shall serve as President Elect of the Merged Corporation
President of ASA-FL shall serve as a Vice President of the Merged Corporation

AUTOMOTIVE SERVICE ASSOCIATION OF FLORIDA, INC.

By: 
Rick Smith, President

ATTEST: 
Charles Elder, Secretary

(Corporate Seal)