

CT CORPORATION

# F020000002188

CORPORATION(S) NAME

(1) Reliable Automotive of Florida, Inc.

merging into:

Relco Corp. (Surviving Corp.)

(2) Relso Corp.

FILED  
02 MAY -2 PM 4:33  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

100005431911--5  
-05/03/02-01002-004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input 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 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		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

5/2/02

File 2nd

ms

Order#: 5300330

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

C. Coulliette MAY 16 2002

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RELIABLE AUTOMOTIVE OF FLORIDA, INC., a Florida corporation, G52223

into

**RELCO CORP.**, an Iowa entity F02000002188

File date: May 2, 2002

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 3, 2002

C T CORPORATION

TALLAHASSEE, FL

SUBJECT: RELCO CORP.  
Ref. Number: F02000002188

RECEIVED  
02 MAY 16 AM 11:18  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FL 32314

We have received your document for RELCO CORP. 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 merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 402A00027655

From: Melanie / CT 222-1052  
\* Please back-date  
filing to 5-2-02  
when submitted previously. \*  
Thank-you!  
Melanie

E Effective date is  
Also stated 5-2-02

Pick-up 3:00  
5-16-02

## **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

Relco Corp.

Jurisdiction

Iowa

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

Name

Reliable Automotive of Florida, Inc.

Jurisdiction

Florida

FILED  
02 MAY -2 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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** 05 / 02 / 02 (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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
May 2, 2002 and shareholder approval was not required.


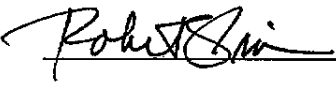
**Sixth:** Adoption of Merger by merging corporation(s) **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
May 2, 2002 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Reliable Automotive of Florida, Inc.		Robert L. Price, President
Relco Corp.		Robert L. Price, President

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. Not applicable. The parent corporation owns 100% of the issued and outstanding shares of the subsidiary.

Other provisions relating to the merger are as follows:

None

## **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:

Name

Jurisdiction

Relco Corp.

Iowa

The name and jurisdiction of each **subsidiary** corporation is

Name

Jurisdiction

Reliable Automotive of Florida, Inc.

Florida

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:

There will be no conversion of shares.

*(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