

F41544

FILING COVER SHEET

FILED
98 DEC 30 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE:

0158. 5001

DATE:

12/30/98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Driveshaft Specialist, Inc. & Driveshaft
Specials of Jacksonville, Inc into Sharky
Family Holdings, Inc

STATE FEES PREPAID WITH CHECK # 3844 FOR \$ 113.75

300002725943--8
-12/30/98--01005--023
****113.75 ****113.75

PLEASE FILE:

- | | | |
|--|--|--|
| <input type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT | <input type="checkbox"/> DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME | <input type="checkbox"/> LIMITED LIABILITY | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |

PROVIDE US WITH:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF STATUS ☐ STAMPED COPY

CC
Examiner's Initials

Merger
12-30-98

ARTICLES OF MERGER
Merger Sheet

MERGING:

DRIVESHAFT SPECIALISTS, INC., a Florida corporation, F41544
DRIVESHAFT SPECIALISTS OF JACKSONVILLE, INC., a Florida corporation,
H79591

INTO

SHARKEY FAMILY HOLDINGS, INC., a New York corporation not qualified in
Florida

File date: December 30, 1998

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

MERGING

DRIVESHAFT SPECIALISTS, INC.
(a Florida corporation)

AND

DRIVESHAFT SPECIALISTS OF JACKSONVILLE, INC.
(a Florida corporation)

INTO

SHARKEY FAMILY HOLDINGS, INC.
(a New York corporation)

(Pursuant to Section 607.227 of the General Corporation Act
of the State of Florida)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby certify that:

1. The name and place of organization of each constituent entity is as follows:

- (i) Driveshaft Specialists, Inc., a Florida corporation ("DSI");
- (ii) Driveshaft Specialists of Jacksonville, Inc., a Florida corporation ("DSJI");
- (iii) Sharkey Family Holdings, Inc., a New York corporation ("Holdings").

and

2. The name of the surviving corporation is Sharkey Family Holdings, Inc., a New York corporation.

3. DSI has 7,000 shares of common stock outstanding, all of which are owned by Holdings. DSJI has 500 shares of common stock outstanding, all of which are owned by Holdings. As such and pursuant to Section 905 of the New York Business Corporation Law and Section 607.227 of the Florida General Corporation Act, the approval of the shareholders of each of Holdings, DSI and DSJI is not required.

4. The merger is permitted by, and is in compliance with, the laws of the States of Florida and New York.

5. The Certificate of Incorporation of Holdings was filed with the New York Department of State on December 16, 1997.

6. The Articles of Incorporation of DSI were filed with the Florida Department on August 24, 1981. The Articles of Incorporation of DSJI were filed with the Florida Department of State on October 10, 1985.

7. Holdings agrees that it may be served with process in the State of Florida in any action or special proceeding against Holdings for the enforcement of any liability or obligation of either DSI or DSJI and for the enforcement of the right of any shareholders of either DSI or DSJI to receive payment for their shares.

8. Holdings agrees that, subject to the provisions of the Florida General Corporation Act relating to dissenting shareholders, Holdings will promptly pay to the shareholders of each of DSI and DSJI the amount, if any, to which they shall be entitled under such provisions.

9. Holdings designates the Secretary of State of the State of Florida to be its agent upon whom process against Holdings may be served in any action or special proceeding in such State. The Department of State shall mail a copy of any such process to One Pierce Place, Suite 295E, Itasca, Illinois 60143.

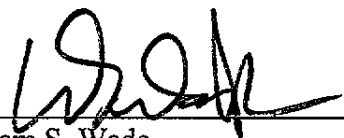
10. A Plan of Merger by which each of DSI and DSJI shall merge into Holdings has been duly adopted by the board of directors of Holdings.

11. Holdings, the sole shareholder of each of DSI and DSJI, has waived its right to receive a mailed copy of the Plan of Merger referred to above.

12. The merger of each of DSI and DSJI into Holdings shall be effective on December 30, 1998.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of December 22, 1998. The undersigned affirm that the statements are true under penalty of perjury.

SHARKEY FAMILY HOLDINGS, INC.

By: 
William S. Wade
Vice President

By: _____
David M. Browne
Assistant Secretary

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of December 22, 1998. The undersigned affirm that the statements are true under penalty of perjury.

SHARKEY FAMILY HOLDINGS, INC.

By: _____
William S. Wade
Vice President

By: David M. Browne
David M. Browne
Assistant Secretary

EXHIBIT A
PLAN OF MERGER
OF
DRIVESHIFT SPECIALISTS, INC.,
DRIVESHIFT SPECIALISTS OF JACKSONVILLE, INC.
AND
SHARKEY FAMILY HOLDINGS, INC.

This Plan of Merger (this "Plan") is made and entered into as of December 22, 1998 by and between Sharkey Family Holdings, Inc., a New York corporation ("Holdings"), Driveshaft Specialists, Inc., a Florida corporation ("DSI"), and Driveshaft Specialists of Jacksonville, a Florida corporation ("DSJI").

WHEREAS, Holdings is a corporation organized under and governed by the laws of the State of New York, and its address is 805 Spencer Street, Syracuse, New York 13204;

WHEREAS, Each of DSI and DSJI is a corporation organized under and governed by the laws of the State of Florida;

WHEREAS, Holdings is the sole owner of all of the outstanding capital stock of each of DSI and DSJI; and

WHEREAS, Holdings, DSI and DSJI have determined that it is advisable and in the best interests of such corporations and their stockholders that each of DSI and DSJI merges with and into Holdings upon the terms and conditions provided herein (the "Merger") and, pursuant to Section 607.227 of the General Corporation Act of the State of Florida, the Board of Directors of Holdings has approved and adopted this Plan.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual agreements set forth below and of the mutual benefits provided hereby, the parties hereto hereby agree as follows:

1. Merger. The effective date of the Merger shall be December 30, 1998 (the "Effective Date"). On the Effective Date, each of DSI and DSJI shall be merged with and into Holdings and the separate existence of each of DSI and DSJI shall thereupon cease. Holdings shall continue its corporate existence in the State of New York as the surviving corporation (the "Surviving Corporation") after the Effective Date.

2. Charter and Bylaws of Surviving Corporation. The Certificate of Incorporation and Bylaws of Holdings, as in effect immediately prior to the Effective Date, shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Corporation without change or amendment until duly amended in accordance with the provisions thereof and applicable law.

3. Directors and Officers of Surviving Corporation. The directors and officers of Holdings immediately prior to the Effective Date shall continue to be the directors and officers of the Surviving Corporation until new directors and officers are duly elected.

4. Conversion of Shares. Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share and each certificate representing shares of the capital stock of each of DSI and DSJI outstanding immediately prior thereto shall automatically be canceled.

5. Subsequent Action. If at any time after the Effective Date it shall be necessary or desirable to take any action or execute, deliver or file any instrument or document in order to vest, perfect or confirm of record in the Surviving Corporation the title to any property or any rights of either DSI and DSJI, or otherwise to carry out the provisions of this Plan, the directors and officers of the Surviving Corporation are hereby authorized and empowered on behalf of each of DSI and DSJI and in their name to take such action and execute, deliver and file such instruments and documents.

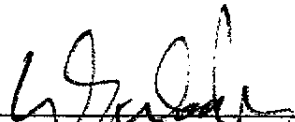
6. Rights and Duties of the Surviving Corporation. On the Effective Date, the Surviving Corporation shall thereupon and thereafter possess all rights, privileges, immunities, licenses and permits (whether of a public or private nature) of each of DSI and DSJI; and all property (real, personal and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to either DSI and DSJI shall continue and be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of DSI and DSJI.

7. Termination. At any time prior to the Effective Date, this Plan may be terminated and the Merger abandoned at the election of the Board of Directors of Holdings.

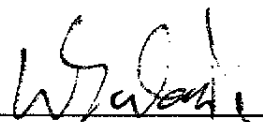
8. Waiver of Mailing Requirement. Holdings, the sole shareholder of all of the outstanding capital stock of each of DSI and DSJI, hereby waives the requirement of the General Corporation Act of the State of Florida that a copy of this Plan be mailed to Holdings.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed as of the day and year first above written.

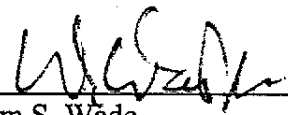
DRIVESHAFT SPECIALISTS, INC.

By: 
William S. Wade
Vice President

DRIVESHAFT SPECIALISTS OF
JACKSONVILLE, INC.

By: 
William S. Wade
Vice President

SHARKEY FAMILY HOLDINGS, INC.

By: 
William S. Wade
Vice President