

DeSANTIS, COOK, McARTHY, & HUNTON, P.A.

**F49174**  
FILED

11801 U.S. HIGHWAY ONE  
P.O. DRAWER 14127

JAN 27 PM 2:54

NORTH PALM BEACH, FLORIDA 33408-8800

(407) 822-8700  
FAX (407) 822-7841

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STUART OFFICE  
101 EAST OCEAN BOULEVARD  
STUART, FLORIDA 34994  
(888) 285-1100  
FAX (888) 285-1100

INTRA STATE OFFICE  
DOUGLAS ALLEN SUITE 200  
1000 STATE CENTER ROAD  
DOUGLAS PALM FLORIDA 33408  
(407) 286-7000  
FAX (407) 286-6000

MIAMI OFFICE  
ONE SOUTH MIAMI AVENUE SUITE 200  
MIAMI BEACH, FLORIDA 33131  
(305) 351-9900  
FAX (305) 371-8800

BARRY S. SHRO  
ROBERT S. COOK  
CONRAD J. DEWANTE  
THOMAS W. DEWANTE  
JAMES S. HUNTON, JR.  
ALAN C. SALFFMAN  
WILLIAM A. SHERIN  
BETH S. SHANOR

TERENCE P. MCARTHY  
LAWRENCE S. RAY  
BERNARD J. ROBBINS  
STEVEN J. ROBBINS  
ROBERT W. SCHWARTZ  
DAVID L. SHERMAN  
DONALD S. SMITH  
PATRICK S. SMITH

OF COUNSEL  
ROBERT C. MACKNEY, RICHARD S. LEVINE  
MICHAEL PROFF

- BOARD CERTIFIED CIVIL庭 LAWYER
- BOARD CERTIFIED ESTATE PLANNING AND PROBATE LAWYER
- BOARD CERTIFIED REAL ESTATE LAWYER

January 5, 1989

Secretary of State  
Bureau of Corporate Records  
The Capitol  
Tallahassee, FL 32304

Re: ECL HOLDING, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Merger for the above-named corporation. In addition, a check in the sum of \$70. is enclosed which represents the following fees.

Filing fee	\$20
Certified copy	\$30
Total	\$50

02/01/89 00024 002	
MERGER'S	
PERT. PHOTO COPY	10.00
MERGER	40.00
TOTAL	50.00

C. TAX \_\_\_\_\_  
 FILING 40.00  
 R AGENT FEES \_\_\_\_\_  
 C. COPY 10  
 TOTAL 50  
 BALANCE DUE \_\_\_\_\_  
 RE. UND. \_\_\_\_\_

Please file the original of the enclosed Articles of Merger and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

*Robert C. Mackney*  
Robert C. Mackney  
RCH/lm

Enc.

*Merger*

Name	
Availability	
Amount	
Examiner	<i>lm</i>
Updater	
Unit	
Unit of	
Department	
Unit	

SRC  
2-1633

F49174

ARTICLES OF MERGER

---

<u>NAMES OF MERGED CORPORATION(S)</u>	<u>STATE OF INCORPORATION</u>	<u>CHARTER NUMBER(S), IF APPLICABLE</u>
MIAMI - INDY, INC.	FL	H56351

-----MERGING INTO-----

<u>NAME OF SURVIVING CORPORATION</u>	<u>STATE OF INCORPORATION</u>	<u>CHARTER NUMBER, IF APPLICABLE</u>
MIAMI MOTORSPORTS, INC.	FL	F49174

---

IF DIFFERENT, THE NAME OF THE SURVIVING CORPORATION IMMEDIATELY PRIOR TO THE FILING OF THE MERGER DOCUMENTS:

---

---

Filed Date: 1-31-89

Effective Date, if applicable: \_\_\_\_\_

Document Examiner: tn

**ARTICLES OF MERGER**

**FILED**

**OF**

**ECL HOLDING, INC.**

**APR 27 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**INTO**

**EAST COAST LUMBER AND SUPPLY COMPANY**

Pursuant to Section 607.224 of the Florida Statutes, the undersigned corporations, East Coast Lumber and Supply Company, a Florida corporation, and ECL Holding, Inc., a Florida corporation, adopt the following Articles of Merger for the purpose of merging ECL Holding, Inc. into East Coast Lumber and Supply Company:

**ARTICLE I**

The undersigned corporations, being validly and legally formed under the laws of the State of Florida, have adopted a Plan and Agreement of Merger.

**ARTICLE II**

The name of the surviving corporation is EAST COAST LUMBER AND SUPPLY COMPANY.

**ARTICLE III**

The Plan and Agreement of Merger of the undersigned corporations was adopted pursuant to Sections 607.214 and 607.221 of the Florida Statutes.

**ARTICLE IV**

The Plan and Agreement of Merger will become effective upon the filing of these Articles of Merger with the Secretary of State.

**ARTICLE V**

No changes in the Articles of Incorporation of the surviving

corporation have been made.

#### ARTICLE VI

The Plan and Agreement of Merger was adopted by the Shareholders of East Coast Lumber and Supply Company on December 30, 1988.

#### ARTICLE VII

The Plan and Agreement of Merger was adopted by the Shareholders of ECL Holding, Inc. on December 30, 1988

#### ARTICLE VIII

The Plan and Agreement of Merger calls for an exchange of the issued shares shall be effected as follows: Five shares of common stock of ECL Holding, Inc., par value \$.10 shall be exchanged for one share of common stock par value \$100.00 of East Coast Lumber and Supply Company.

Dated: December 30, 1988

EAST COAST LUMBER AND SUPPLY COMPANY

By: Paul L. Osteen, Jr.  
Paul L. Osteen, Jr., President

Attest:

Lucille Malizia  
Lucille Malizia, Secretary

ECL HOLDING, INC.

By: Paul L. Osteen, Jr.  
Paul L. Osteen, Jr., President

Attest:

Paul Allen Osteen  
Paul Allen Osteen, Secretary

2

LAW OFFICES  
**RAOUL GARCIA-VIDAL**  
PROFESSIONAL ASSOCIATION

RAOUL GARCIA-VIDAL  
REAL ESTATE LAW  
PROBATE LAW  
BANKING LAW  
OF COUNSEL  
DAVID A. DONEY  
COMMERCIAL LITIGATION  
FAMILY LAW  
ENTERTAINMENT LAW  
STEPHEN H. NELSON  
PERSONAL INJURY  
& WRONGFUL DEATH

MADISON CIRCLE BUILDING  
SUITE 201  
3181 CORAL WAY  
MIAMI, FLORIDA 33148  
TELEPHONE 444-8382  
AREA CODE 305

**F49174**

January 4, 1989

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

FILED  
JAN 11 1989  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: MIAMI MOTORSPORTS, INC./MIAMI-INDY, INC.  
Our File No. 88V5800

Dear Sir or Madam:

Enclosed please find this firm's check in the sum of \$120.00 to cover the cost filing the enclosed Amendment to Articles of Incorporation of Miami Motorsports, Inc. and the Articles of Merger of Miami Motorsports, Inc. and Miami-Indy, Inc., as follows:

Filing fee (Amendment):	\$ 20.00	
Certified Copy of Amendment:	30.00	
Filing fee (Articles of Merger):	40.00	20.00
Certified Copy of the Articles:	30.00	10.00
<b>Total:</b>	<b>\$120.00</b>	<b>70.00</b>

Also enclosed is an additional copy of the foregoing documents to be returned to us upon filing, stamped by your offices.

Thank you for your assistance in this matter.

Sincerely,

RAOUL GARCIA-VIDAL, P.A.

RAOUL GARCIA-VIDAL  
RGV/rmb  
Enclosures

C. TAX \_\_\_\_\_  
 FILING 40.00  
 AGENT FEE \_\_\_\_\_  
 C. COPY 30  
 TOTAL 70  
 N. BANK \_\_\_\_\_  
 BALANCE DUE \_\_\_\_\_  
 REFUND \_\_\_\_\_

*merge*

Name	Availability
Document	Examined
Updater	_____
Updater	Verifier
Acknowledgment	_____
W. P. Verifier	_____

# F49174

## ARTICLES OF MERGER

---

<u>NAMES OF MERGED CORPORATION(S)</u>	<u>STATE OF INCORPORATION</u>	<u>CHARTER NUMBER(S), IF APPLICABLE</u>
MIAMI - INDY, INC.	FL	H56351

### ---MERGING INTO---

<u>NAME OF SURVIVING CORPORATION</u>	<u>STATE OF INCORPORATION</u>	<u>CHARTER NUMBER, IF APPLICABLE</u>
MIAMI MOTORSPORTS, INC.	FL	F49174

---

IF DIFFERENT, THE NAME OF THE SURVIVING CORPORATION IMMEDIATELY PRIOR TO THE FILING OF THE MERGER DOCUMENTS:

---

---

Filed Date: 1-31-89

Effective Date, if applicable: \_\_\_\_\_

Document Examiner: cm

## ARTICLES OF MERGER

Pursuant to the provisions of Section 607.224, Florida Statutes, the undersigned corporations have adopted the following Articles of Merger for the purpose of combining the undersigned corporations:

The following plan of merger was approved on November 25, 1988 by the stockholders of each of the undersigned corporations in the manner prescribed by Florida Statutes:

### "AGREEMENT OF MERGER

Agreement of Merger dated November 25, 1988, between MIAMI MOTORSPORTS, INC., hereinafter sometimes called the "surviving corporation", and MIAMI-INDY, INC., hereinafter sometimes called the "absorbed corporation".

### R E C I T A L S:

A. MIAMI MOTORSPORTS, INC. is a corporation duly organized and existing under the laws of the State of Florida, with its principal office located at 7254 S.W. 48th Street, Miami, Florida.

B. MIAMI MOTORSPORTS, INC. has a capitalization of seven thousand five hundred (7,500) shares of common stock, having a par value of \$1.00 per share, of which seven thousand five hundred (7,500) shares are issued and outstanding.

C. MIAMI-INDY, INC. is a corporation duly organized and existing under the laws of the State of Florida, with its principal office located at 7254 S.W. 48th Street, Miami, Florida.

D. MIAMI-INDY, INC. has a capitalization of one million (1,000,000) shares of common stock, having a par value of \$0.01 per share, of which two hundred two thousand (202,000) shares are issued and outstanding.

E. The Boards of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that MIAMI-INDY, INC. be merged into MIAMI MOTORSPORTS, INC. in accordance with the provisions of Florida Statutes 607.214, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

### SECTION ONE MERGER

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

MIAMI-INDY, INC. shall merge with and into MIAMI MOTORSPORTS, INC., which shall be the surviving corporation.

### SECTION TWO TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the right, privileges, immunities and franchises, and all the property, real, personal and mixed, of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible

and liable for all liabilities and obligations of the absorbed corporation, and neither the right of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

### SECTION THREE CONVERSION OF SHARES

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the common stock of the absorbed corporation issued and outstanding on the effective date of the merger shall be converted into one hundredth (.01) of a share of the common stock of the surviving corporation, which shares of the common stock of the surviving corporation shall thereupon be issued and outstanding.

(b) After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

(c) holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in the surviving corporation.

### SECTION FOUR ARTICLES OF INCORPORATION

The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

### SECTION FIVE BYLAWS

The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

### SECTION SIX DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation as of the effective date of the merger shall be as follows:

RAFAEL SANCHEZ, Chairman of the Board, Director and President;

JORGE DOMINICIS, Director, Executive Vice-President and Secretary;

LOURDES P. SANCHEZ, Director, Treasurer and Vice-Secretary.



**SECTION SEVEN**  
**LIMITATIONS ON BUSINESS ACTIVITIES**

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under federal and state law to consummate this merger.

**SECTION EIGHT**  
**APPROVAL OF SHAREHOLDERS**

This agreement of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held on or before April 25, 1988, or at such other time as the boards of directors of the constituent corporations may agree.

**SECTION NINE**  
**EFFECTIVE DATE**

The effective date of this merger shall be the date when a certificate of merger is issued by the Secretary of State of the State of Florida.

**SECTION TEN**  
**ABANDONMENT OF MERGER**

This agreement of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the shareholders of either the surviving or the absorbed corporation on or before April 25, 1988.

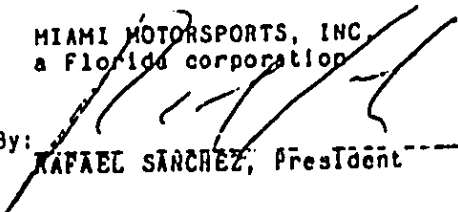
(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law.

**SECTION ELEVEN**  
**EXECUTION OF AGREEMENT**

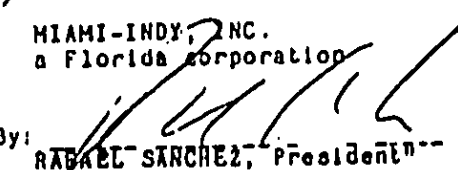
This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors on the date first written above.

(CORPORATE SEAL)

MIAMI MOTORSPORTS, INC.  
a Florida corporation  
By:   
RAFAEL SANCHEZ, President

(CORPORATE SEAL)

MIAMI-INDY, INC.  
a Florida corporation  
By:   
RAFAEL SANCHEZ, President

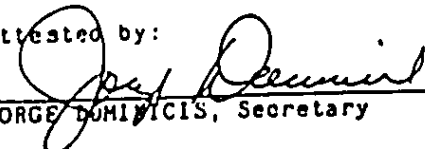
As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

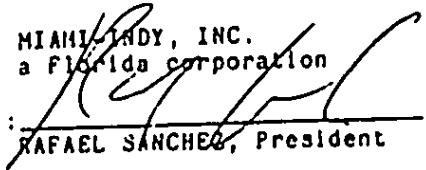
Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class Designation of Class	Number of Shares
MIAMI-INDY, INC.	202,000	Common	202,000
MIAMI MOTORSPORTS, INC.	7,500	Common	7,500


As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, are as follows:

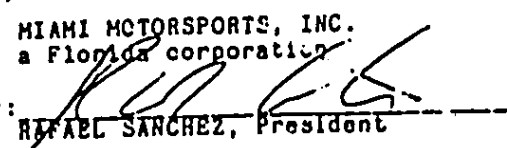
Name of Corporation	Total Voted For	Total Voted Against	Number of Shares Entitled to Vote as a Class		
			Class	Voted For	Voted Against
MIAMI-INDY, INC.	202,000	--	Common	202,000	--
MIAMI MOTORSPORTS, INC.	7,500	--	Common	7,500	--

DATED: November 28, 1988

Attested by:   
 JORGE DOMINICIS, Secretary

By:   
 MIAMI-INDY, INC.  
 a Florida corporation  
 RAFAEL SANCHEZ, President

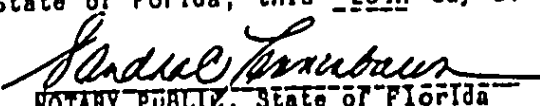
Attested by:   
 JORGE DOMINICIS, Secretary

By:   
 MIAMI MOTORSPORTS, INC.  
 a Florida corporation  
 RAFAEL SANCHEZ, President

STATE OF FLORIDA )  
 ) SS.  
 COUNTY OF DADE )

I HEREBY CERTIFY that RAFAEL SANCHEZ and JORGE DOMINICIS, to me personally known, this day personally appeared before me as President and Secretary, respectively, of MIAMI-INDY, INC., a Florida corporation, and acknowledged that they executed the foregoing Articles of Merger freely and voluntarily for the use and purposes therein mentioned, as said officers and in behalf of said corporation; and I FURTHER CERTIFY that I know said persons making said acknowledgment to be the individuals described in and who executed the said Articles of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, County of Dade, State of Florida, this 28th day of November, 1988.

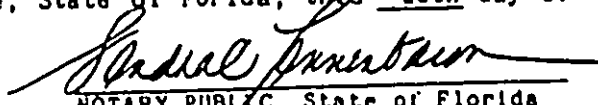
My Commission Expires:   
 NOTARY PUBLIC, State of Florida  
 at large

NOTARY PUBLIC STATE OF FLORIDA  
 BY COMMISSION EXP. SEPT 8, 1990  
 OSWEGO TOWN GENERAL ISS. 000.

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF DADE     )

I HEREBY CERTIFY that RAFAEL SANCHEZ and JORGE DOMINICIS, to me personally known, this day personally appeared before me as President and Secretary, respectively, of MIAMI MOTORSPORTS, INC., a Florida corporation, and acknowledged that they executed the foregoing Articles of Merger freely and voluntarily for the use and purposes therein mentioned, as said officers and in behalf of said corporation; and I FURTHER CERTIFY that I know said persons making said acknowledgment to be the individual described in and who executed the said Articles of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, County of Dade, State of Florida, this 28th day of November, 1988.

  
NOTARY PUBLIC, State of Florida  
at large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. SEPT. 8, 1989  
ISSUED THRU GENERAL LES. 640.

LAW OFFICES  
**RAOUL GARCIA-VIDAL**  
 PROFESSIONAL ASSOCIATION

③

**F49174**

RAOUL GARCIA-VIDAL  
 REAL ESTATE LAW  
 PROBATE LAW  
 BANKING LAW  
 OF COUNSEL  
 DAVID A. DONET  
 COMMERCIAL LITIGATION  
 FAMILY LAW  
 ENTERTAINMENT LAW  
 STEPHEN H. NELSON  
 PERSONAL INJURY  
 & WRONGFUL DEATH

MADISON CIRCLE BUILDING  
 SUITE 201  
 3101 CORAL WAY  
 MIAMI, FLORIDA 33148  
 TELEPHONE 444-8382  
 AREA CODE 305

January 4, 1989

Corporate Records Bureau  
 Division of Corporations  
 Department of State  
 P.O. Box 6327  
 Tallahassee, Florida 32301

01/04/89 00004 001  
 MERGERS  
 DEPT. PHOTO COPY 30.00  
 AMENDMENT 70.00  
 TOTAL 100.00

Re: MIAMI MOTORSPORTS, INC./MIAMI-INDY, INC.  
Our File No. 88V5800

Dear Sir or Madam:

Enclosed please find this firm's check in the sum of \$120.00 to cover the cost filing the enclosed Amendment to Articles of Incorporation of Miami Motorsports, Inc. and the Articles of Merger of Miami Motorsports, Inc. and Miami-Indy, Inc., as follows:

Filing fee (Amendment):	\$ 20.00
Certified Copy of Amendment:	30.00
Filing fee (Articles of Merger):	40.00
Certified Copy of the Articles:	<u>30.00</u>
<b>Total:</b>	<b>\$120.00</b>

Also enclosed is an additional copy of the foregoing documents to be returned to us upon filing, stamped by your offices.

Thank you for your assistance in this matter.

Sincerely,

RAOUL GARCIA-VIDAL, P.A.

RAOUL GARCIA-VIDAL  
 RGV/rmg  
 Enclosures

C. TAX \_\_\_\_\_  
 FILING 20  
 R AGENT FEE \_\_\_\_\_  
 C. COPY 30  
 TOTAL 50  
 N. BANK \_\_\_\_\_  
 BALANCE DUE \_\_\_\_\_  
 REFUND \_\_\_\_\_

*Attk*

Name	Availability
Document	<i>TM</i>
Updater	
Verifier	
Acknowledgment	
V. P. Verifier	

AMENDMENT TO ARTICLES OF INCORPORATION

MIAMI MOTORSPORTS, INC., a Florida corporation, under its corporate seal and the hands of its President, RAFAEL SANCHEZ, and Secretary, JORGE DOMINICIS, hereby certifies that:

The Officers, Directors and Stockholders of the Corporation, RAFAEL SANCHEZ, LOURDES SANCHEZ and JORGE DOMINICIS, at a meeting called on the 29th day of November 1988, adopted the following resolution:

RESOLVED, that from and after the date of filing of this Amendment to Articles of Incorporation with the Secretary of State of the State of Florida, Article IV shall be altered and amended, as follows:

"ARTICLE IV

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be TWELVE THOUSAND (12,000), having a par value of ONE AND 00/100 (\$1.00) DOLLAR per share, all of which shall be common stock. Each of the shares of such stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of such stock may be paid for in cash, in property, in labor, or in services, at a fair valuation to be fixed by the Board of Directors of this Corporation, or as fixed by the stockholders of this Corporation in the event that the Corporation may be merged by the Stockholders."

The meeting of the Officers, Directors and Stockholders of the Corporation called by the President of the Corporation, as aforesaid, was held on the 29th day of November, 1988, and at said Special Meeting of the Officers, Directors and Stockholders, this Amendment to Articles of Incorporation was duly adopted by the unanimous vote of the Stockholders.


IN WITNESS WHEREOF, said Corporation has caused this Amendment to Articles of Incorporation to be signed in its name by

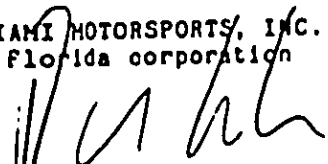
FILED  
NOV 31 PM 2 1988  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

its President and its corporate seal to be hereto affixed and attested by its Secretary this 29th day of November, 1988.

MIAMI MOTORSPORTS, INC.  
a Florida corporation

ATTEST:

  
JORGE DOMINICIS, Secretary

By:   
RAFAEL SANCHEZ, President  
(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF DADE

PERSONALLY APPEARED before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, JORGE DOMINICIS and RAFAEL SANCHEZ, each of whom to me are well known to be the persons described in and who subscribed to the above and foregoing Amendment to Articles of Incorporation, and each of them freely and voluntarily acknowledged before me, according to law, that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 1<sup>st</sup> day of December, 1988.

  
Notary Public, State of Florida  
at large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
BY COMMISSION EXP. SEPT 9, 1989  
BOARDED THRU GENERAL REG. BND.