

F69653

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

700003309997--2
-06/30/00--01040--036
*****70.00 *****70.00
700003309997--2
-07/03/00--01003--001
*****17.50 *****8.75

CORPORATION(S) NAME

Dealco, Inc.
merging: Contractors Equipment Rental Company

*Merger &
Name
Change*

☐ Profit	☐ Amendment	☒ Merger
☐ Nonprofit		
☐ Foreign	☐ Dissolution/Withdrawal	☐ Mark
	☐ Reinstatement	
☐ Limited Partnership	☐ Annual Report	☐ Other
☐ LLC	☐ Name Registration	☐ Change of FRA
	☐ Fictitious Name	☐ UCC
☐ Certified Copy	☐ Photocopies	☐ CUS
☐ Call When Ready	☐ Call If Problem	☐ After 4:30
☒ Walk In	☐ Will Wait	☒ Pick Up
☐ Mail Out		

Name _____ 06/30/00
Availability _____
Document _____
Examiner *DR*
Updater *DR*
Verifier _____
Acknowledgement _____
W.P. Verifier _____

RECEIVED
00 JUN 30 PM 12:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

FILED

00 JUN 30 PM 5:00
TALLAHASSEE, FL 32301
DEPARTMENT OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

CONTRACTORS EQUIPMENT RENTAL COMPANY, a Florida corporation
261456

INTO

AZTEC DEVELOPMENT CO., a Florida entity, F69653

File date: June 30, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
(to be filed with the Florida Secretary of State)

These Articles of Merger, dated June 29, 2000, provide for the merger of Contractors Equipment Rental Company, a Florida corporation ("CERC"), with and into Dealco, Inc., a Florida corporation ("Dealco"), with Dealco being the surviving corporation.

ARTICLE I
PLAN OF MERGER

A copy of the Plan of Merger pursuant to which CERC will be merged with and into Dealco (with Dealco being the surviving corporation) is attached hereto as Appendix A and incorporated herein by this reference.

ARTICLE II
EFFECTIVE DATE

The merger of CERC with and into Dealco shall be effective as of 5:00 p.m. (Eastern Standard time) on June 30, 2000.

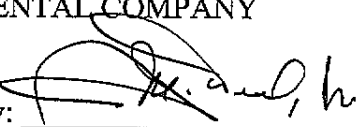
ARTICLE III
ADOPTION OF PLAN OF MERGER

The Plan of Merger was duly adopted by the Board of Directors and by the sole shareholder of CERC on June 28, 2000.

The Plan of Merger was duly adopted by the Board of Directors and by the sole shareholder of Dealco on June 28, 2000.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of CERC and Dealco by their duly authorized officers as of the date first written above.

CONTRACTORS EQUIPMENT
RENTAL COMPANY

By: 

Troy M. Deal, Jr.
President

DEALCO, INC.

By: 

Troy M. Deal, Jr.
President

FILED
JUN 30 PM 5:00
TALLAHASSEE, FLORIDA

APPENDIX A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated June 28, 2000 (the "Agreement"), is entered into between Dealco, Inc., a Florida corporation ("DEALCO"), Contractors Equipment Rental Company, a Florida corporation ("CERC") and Aztec Development Co., a Florida corporation ("AZTEC").

RECITALS

A. DEALCO has an aggregate authorized capital of 7,500 shares of Common Stock, par value of \$1.00 per share (the "DEALCO Common Stock"), of which 100 were duly issued and are now outstanding.

B. CERC has an aggregate authorized capital stock of 1,000 shares of Common Stock, par value of \$10.00 per share (the "Aztec Common Stock"), of which 50 shares have been duly issued and are now outstanding.

C. AZTEC has an aggregate authorized capital stock of 100 shares of Common Stock with no par value per share (the "Aztec Common Stock") of which 50 shares have been duly issued and are now outstanding.

D. The respective Boards of Directors of DEALCO, CERC and AZTEC believe that the best interests of DEALCO, CERC and AZTEC and their respective stockholders will be served by the merger of DEALCO with CERC and AZTEC under and pursuant to the provisions of this Agreement and the Florida General Corporation Act.

AGREEMENT

In consideration of the Recitals and of the mutual agreements contained in this Agreement, the parties hereto agrees as set forth below.

1. MERGER

CERC and AZTEC shall be merged with and into DEALCO (the "MERGER").

2. SHAREHOLDER APPROVAL

Since Aztec and CERC are wholly owned subsidiaries of Dealco, shareholder approval is not required pursuant to Section 607.1104 of the Florida Business Corporations Act.

3. EFFECTIVE DATE

The Merger shall become effective upon the later of 5:00 p.m., June 30, 2000 or the filing of this Agreement or articles of merger with the Secretary of State of Florida in accordance with the Florida General Corporation Act. The time of such effectiveness is hereafter called the "Effective Date".

4. SURVIVING CORPORATION

DEALCO shall be the surviving corporation of the Merger and shall continue to be governed by the Laws of the State of Florida. On the Effective Date, the separate corporate existence of each of CERC and AZTEC shall cease.

5. NAME OF SURVIVING CORPORATION

On the Effective Date, the Articles of Incorporation of DEALCO shall be amended to change the name of DEALCO to "AZTEC DEVELOPMENT CO."

6. CERTIFICATE OF INCORPORATION

Except as provided in Section 5, the Articles of Incorporation of DEALCO as they exist on the Effective Date shall be the Articles of Incorporation of DEALCO following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the Laws of the State of Florida.

7. BYLAWS

The Bylaws of DEALCO as they exist on the Effective Date shall be the Bylaws of DEALCO following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Florida.

8. BOARD OF DIRECTORS AND OFFICERS

The members of the Board of Directors and the officers of DEALCO immediately prior to the Effective Date shall be the members of the Board of Directors and the officers, respectively, of DEALCO following the Effective Date, and such persons shall serve in such offices for the terms provided by Law or in the Bylaws, or until their respective successors are elected and qualified.

9. CONVERSION OF OUTSTANDING CERC AND AZTEC STOCK

Forthwith upon the Effective Date, each issued and outstanding share of CERC Common Stock and of AZTEC Common Stock and all rights in respect thereof shall be, respectively, converted into one fully-paid and nonassessable share of DEALCO Common Stock, and each certificate representing shares of CERC Common Stock and AZTEC Common Stock shall for all purposes be respectively deemed to evidence the ownership of the same number of shares of DEALCO Common Stock as are set forth in such certificate. Certificates of CERC Common Stock and AZTEC Common Stock presented for transfer following the Effective Date will be replaced with certificates for the same number of shares of DEALCO Common Stock.

10. STOCK OPTIONS, WARRANTS AND CONVERTIBLE DEBT

Forthwith upon the Effective Date, each stock option, stock warrant, convertible debt instrument and other right to subscribe for or purchase shares of CERC or AZTEC Common Stock shall be converted into a stock option, stock warrant, convertible debt instrument or other right to subscribe for or purchase the same number of shares of DEALCO Common Stock, and each certificate, agreement, note or other document representing such stock option, stock warrant, convertible debt instrument or other right to subscribe for or purchase shares of CERC or AZTEC Common Stock shall for all purposes be deemed to evidence the ownership of a stock option, stock warrant, convertible debt instrument or other right to subscribe for or purchase of DEALCO Common Stock.

11. RIGHTS AND LIABILITIES OF DEALCO

At and after the Effective Date, and all in the manner of and as more fully set forth in Section 607.1106 of the Florida General Corporation Act, the title to all real estate and other property, or any interest therein, owned by each of DEALCO, CERC and AZTEC shall be vested in DEALCO without reversion or impairment; DEALCO shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers, and franchise, both public and private, and all of the property, real, personal and mixed of each of CERC, AZTEC and DEALCO without reversion or impairment; DEALCO shall thenceforth be responsible and liable for all the liabilities and obligations of each of CERC, AZTEC and DEALCO; any claim existing or action or proceeding pending by or against CERC, AZTEC or DEALCO may be continued as if the Merger did not occur or DEALCO may be substituted for CERC and AZTEC in the proceeding; neither the rights of creditors nor any liens upon the property of CERC, AZTEC or DEALCO shall be impaired by the Merger; and DEALCO shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

12. TERMINATION

This Agreement may be terminated and abandoned by action of the respective Boards of Directors of CERC, AZTEC and DEALCO at any time prior to the Effective Date, whether before or after approval by the stockholders of either or both of the parties hereto.

13. AMENDMENT

The Boards of Directors of the parties hereto may amend this Agreement at any time prior to the Effective Date; provided that an amendment made subsequent to the approval of this Agreement by the stockholders of either of the parties hereto shall not: (a) change the amount or kind of shares, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of the parties hereto, (b) change any term of the Articles of Incorporation of DEALCO, or (c) change any other terms or conditions of this Agreement if such change would adversely affect the holders of any capital stock of either party hereto.

14. REGISTERED OFFICE

The registered office of DEALCO in the State of Florida is located at 1331 W. Central Blvd. Orlando, FL 32805 and Troy M. Deal, Jr. is the registered agent of DEALCO at such address.

15. NAME CHANGE

The Articles of Incorporation of DEALCO shall be amended to change the name of DEALCO to "Aztec Development Co." immediately following the Effective Date.

16. GOVERNING LAW

This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the Laws of the State of Florida.

17. SERVICE OF PROCESS

On and after the Effective Date, DEALCO agrees that it may be served with process in Florida in any proceeding for enforcement of any obligation of CERC, AZTEC or DEALCO arising from the Merger.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by their respective Board of Directors, has caused this Plan and Agreement of Merger to be executed, respectively, by its President and attested by its Secretary.

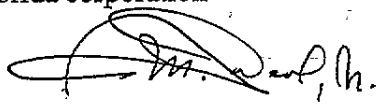
DEALCO, INC.
a Florida corporation

By: 

Name: Troy M. Deal, Jr.

Its: President

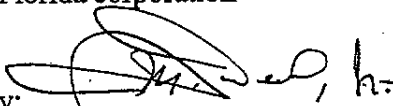
AZTEC DEVELOPMENT CO.
a Florida corporation

By: 

Name: Troy M. Deal, Jr.

Its: President

CONTRACTORS EQUIPMENT
RENTAL COMPANY
a Florida corporation

By: 

Name: Troy M. Deal, Jr.

Its: President