



95000003090

ACCOUNT NO. : 072100000032

REFERENCE : 053817 1299A

AUTHORIZATION : Patricia Pigzits

COST LIMIT : \$ 78.75

ORDER DATE : December 4, 1998

ORDER TIME : 10:02 AM

ORDER NO. : 053817-005

CUSTOMER NO: 1299A

CUSTOMER: Mr. Scott Lowrey
Clark Partington Hart Larry
Suite 800
125 West Romana Street
Pensacola, FL 32501

100002704391--7

11/1/99

Merger

ARTICLES OF MERGER

OVERSTREET PARTS & SUPPLY, INC

INTO

OVERSTREET EQUIPMENT SALES,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Janice Vanderslice
EXAMINER'S INITIALS:

FILED
98 DEC -7 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 7 1998
DIVISION OF CORPORATIONS
12/7/98

*00789, *02250, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

OVERSTREET PARTS & SUPPLY, INC., a Florida corporation P95000026418

INTO

OVERSTREET EQUIPMENT SALES, INC., an Alabama corporation,
F95000003090

File date: December 7, 1998, effective January 1, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 7, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: OVERSTREET EQUIPMENT SALES, INC.
Ref. Number: F95000003090

RESUBMIT
Please give original
submission date as file date.

We have received your document for OVERSTREET EQUIPMENT SALES, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Please include a certificate from Alabama evidencing the name change. X

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 398A00057679

Thanks!
Anner

RECEIVED
98 DEC -9 PM 4:12
DIVISION OF CORPORATIONS

RECEIVED
11/1/99

FILED
98 DEC -7 PM 1:46
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, these Articles of Merger are entered into and adopted by and between **OVERSTREET PARTS & SUPPLY, INC.**, a Florida corporation, and **OVERSTREET EQUIPMENT SALES, INC.**, an Alabama corporation, for the purpose of merging them into one corporation.

1. The undersigned corporations have adopted the attached Plan of Merger.

2. The name of the surviving corporation is **OVERSTREET EQUIPMENT SALES, INC.**, an Alabama corporation.

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

4. The Plan of Merger is effective for accounting purposes as of January 1, 1999.

5. The Plan of Merger was adopted on the 17th day of November, 1998, by unanimous action of the sole shareholder and the director of Overstreet Parts & Supply, Inc., a Florida corporation.

6. The Plan of Merger was adopted on the 17th day of November, 1998, by unanimous action of the sole shareholder and the director of Overstreet Equipment Sales, Inc., an Alabama corporation.

DATED: November 19, 1998, effective January 1,
1999.

OVERSTREET PARTS & SUPPLY, INC.,
a Florida corporation

By: *Kent Overstreet*
Kent Overstreet, President

OVERSTREET EQUIPMENT SALES, INC.,
an Alabama corporation

By: *Kent Overstreet*
Kent Overstreet, President

PLAN OF MERGER

This Plan of Merger dated the 19th day of November, 1998 is between **OVERSTREET PARTS & SUPPLY, INC.**, a Florida corporation, (hereinafter "Overstreet Parts") and **OVERSTREET EQUIPMENT SALES, INC.**, an Alabama corporation, (hereinafter "Overstreet Equipment").

STIPULATIONS

A. Overstreet Parts is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3736 North Palafox Street, Suite "C", Pensacola, Florida.

B. Overstreet Parts has a capitalization of One Thousand (1,000) authorized shares of One Dollar (\$1.00) par value common stock of which One Hundred (100) shares are issued and outstanding.

C. Overstreet Equipment is a corporation organized and existing under the laws of the State of Alabama with its principal office at 3736 North Palafox St. Suite "C" Pensacola, Florida 32505

D. Overstreet Equipment has a capitalization of One Thousand (\$1,000) authorized shares of One Dollar par value common stock of which One Thousand (\$1,000) shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholder that Overstreet Parts be merged into Overstreet Equipment, pursuant to the provisions of Sections 607.1101 et seq., of the Florida General Corporation Act in order

that the transaction qualify as a "reorganization" within the meaning of Section 368(a) (1)(A) and (F) of the Internal Revenue Code of 1986, as amended.

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

Section 1. Merger. Overstreet Parts shall merge with and into Overstreet Equipment, and Overstreet Equipment shall be the surviving corporation,

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of Overstreet Parts shall cease, and Overstreet Equipment shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of Overstreet Parts without the necessity for any separate transfer. Overstreet Equipment shall thereafter be responsible and liable for all liabilities and obligations of Overstreet Parts and neither the rights of creditors nor any liens on the property of Overstreet Parts shall be impaired by the merger.

Section 3. Shares of Stock. Kent Overstreet ("Kent") is the sole stockholder of Overstreet Parts and Overstreet Equipment. As the sole stockholder, Kent shall surrender his shares of stock in Overstreet Parts and said shares of stock shall be canceled. Because Kent will continue to own all of the issued and outstanding stock of Overstreet Equipment as the surviving corporation, no

additional shares of Overstreet Equipment will be issued to Kent in exchange for the stock of Overstreet Parts.

The Holder of certificates of common stock of Overstreet Equipment shall be entitled to dividends payable on shares of stock in Overstreet Parts as the effective date of the merger.

Section 4. Changes in Articles of Incorporation. The Articles of Incorporation of Overstreet Equipment shall continue to be its Articles of Incorporation following the effective date of the merger.

Section 5. Changes in Bylaws. The bylaws of Overstreet Equipment shall continue to be its bylaws following the effective date of the merger.

Section 6. Directors and Officers. The sole director and officer of Overstreet Equipment as of the effective date of the merger shall be as follows:

Kent Overstreet

President / Vice President
Secretary / Treasurer / Director

Section 7. Approval by Stockholder. This Plan of Merger shall be submitted for the approval of the stockholder of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of Alabama at meetings to be held at such time as to which the boards of directors of the constituent corporations may agree.

Section 8. Effective Date of Merger. The effective date of this merger for accounting purposes shall be January 1, 1999.

Section 9. Execution of Agreement. This Plan 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, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

ATTEST:

OVERSTREET PARTS & SUPPLY, INC.,
a Florida corporation

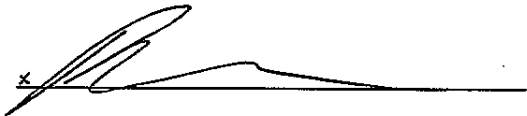
x 


By: x 
Kent Overstreet
President

[CORPORATE SEAL]

ATTEST:

OVERSTREET EQUIPMENT SALES, INC.,
an Alabama corporation

x 

By: x 
Kent Overstreet
President

[CORPORATE SEAL]