

F96000003773



FILED

01 DEC 31 PM 1:27

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 556412 7103124

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : December 28, 2001

ORDER TIME : 10:52 AM

ORDER NO. : 556412-005

CUSTOMER NO: 7103124

CUSTOMER: Mr. James R. Saxenian
Dow Lohnes & Albertson
1200 New Hampshire Avenue, N.W
Suite 800
Washington, DC 20036-6802

8000004744688--7

ARTICLES OF MERGER

GREATER AUCTION GROUP, INC.

INTO

ARIZONA AUCTION SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

RECEIVED
01 DEC 31 AM 11:30
CLERK OF THE COURT
JUDICIAL CIRCUIT IN
THE STATE OF FLORIDA
TALLAHASSEE, FLORIDA

*Merger
12-31-01
BHS*

ARTICLES OF MERGER
Merger Sheet

MERGING:

GREATER AUCTION GROUP, INC., a Florida corporation, K53032

INTO

ARIZONA AUCTION SERVICES, INC., a Delaware entity, F96000003773

File date: December 31, 2001

Corporate Specialist: Doug Spittler

Account number: 072100000032

Amount charged: 78.75

ARTICLES OF MERGER
MERGING
GREATER AUCTION GROUP, INC.
INTO
ARIZONA AUCTION SERVICES, INC.


FILED
01 DEC 31 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "Act"), the following Articles of Merger are submitted in compliance with Section 607.1105 of the Act, and in accordance with the General Corporation Law of the State of Delaware, Title 8, Chapter 1 of the Delaware Code:

1. The name and state of incorporation of the surviving corporation is Arizona Auction Services, Inc., a Delaware corporation (the "Surviving Corporation").
2. The name and state of incorporation of the merging corporation is Greater Auction Group, Inc., a Florida corporation (the "Merging Corporation").
3. The Plan of Merger, in the form adopted by the Board of Directors of the Surviving Corporation and the Board of Directors of the Merging Corporation, is attached hereto as Exhibit A.
4. The Merger shall be effective as of 8:00 p.m. Eastern Standard Time, December 31, 2001.
5. Pursuant to Section 607.1104 of the Act, approval of the Plan of Merger is not required by either the shareholders of the Surviving Corporation or the shareholders of the Merging Corporation.
6. The Board of Directors of the Surviving Corporation adopted the Plan of Merger on December 31, 2001 in accordance with the Act and the applicable provisions of Delaware law.
7. The Board of Directors of the Merging Corporation adopted the Plan of Merger on December 31, 2001 in accordance with the Act and the applicable provisions of Delaware law.
8. The address of the principal office of the Surviving Corporation is 3420 South 48th Street, Phoenix, AZ 85040.
9. Upon the Merger becoming effective, the Surviving Corporation (a) shall be deemed to appoint the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the Merger, and (b) agrees to promptly pay the dissenting shareholders of the Merging Corporation the amount, if any, to which they are entitled under Section 607.1302 of the Act.

IN WITNESS WHEREOF, the undersigned have caused and authorized these Articles of Merger as of this 31st day of December, 2001.

ARIZONA AUCTION SERVICES, INC.

By: 
Name: Andrew A. Merdek
Title: Secretary

GREATER AUCTION GROUP, INC.


By: 
Name: Andrew A. Merdek
Title: Secretary

EXHIBIT A
PLAN OF MERGER
MERGING
GREATER AUCTION GROUP, INC. (SUBSIDIARY)
INTO
ARIZONA AUCTION SERVICES, INC. (PARENT)

Pursuant to the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "Act"), and the General Corporation Law of the State of Delaware, Title 8, Chapter 1 of the Delaware Code ("DGCL"), the following Plan of Merger is submitted in compliance with Section 607.1104 of the Act, and in accordance with Section 253 of the DGCL:

1. The name and state of incorporation of the parent corporation is Arizona Auction Services, Inc., a Delaware corporation ("Parent").
2. The name and state of incorporation of the subsidiary corporation is Greater Auction Group, Inc., a Florida corporation ("Subsidiary").
3. Parent owns 100 percent of the outstanding shares of each class of stock of Subsidiary.
4. Subsidiary shall merge with and into Parent, and Parent shall assume all of the liabilities and obligations of Subsidiary (the "Merger").
5. The effective date of the Merger is 8:00 p.m. Eastern Standard Time, December 31, 2001.
6. Pursuant to Section 607.1104(1)(b)(2) of the Act, on the Effective Date as a result of the Merger:
 - (a) the shares of Parent stock that are outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action by the holder thereof, be and remain shares of stock of Parent;
 - (b) the shares of Subsidiary stock that are outstanding immediately prior to the Merger and owned by Parent shall, by virtue of the Merger, be canceled and no consideration shall be issued in exchange therefor; and
 - (c) the Certificate of Incorporation and the Bylaws of Parent following the Merger shall not differ from the Certificate of Incorporation and Bylaws of Parent immediately prior to the Merger.

7. There are no outstanding rights to acquire shares of the stock of either Parent or Subsidiary.
8. Pursuant to Section 607.1104(1)(b)(4) of the Act, the shareholders of Subsidiary, who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and dissent from the Merger pursuant to Section 607.1320 of the Act, may be entitled, if they comply with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.
9. Pursuant to Sections 607.1107(2) and 607.1109(1)(g) of the Act, as a result of the Merger:
 - (a) Parent shall be deemed to appoint the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the Merger; and
 - (b) Parent shall promptly pay the dissenting shareholders of Subsidiary the amount, if any, to which they are entitled under Section 607.1302 of the Act.