

F97000005033

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

FITZGERALD MOTORS, INC., a FL corp., #L30350

into

**FITZGERALD MOTORS OF FLORIDA, INC., a Delaware corporation
F97000005033**

File date: September 25, 1997

Corporate Specialist: Susan Payne

LAW OFFICES
OF
Bacon, Bacon, Johnson & Goddard, P. A.

An Association of Professional Associations

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TELEPHONE 813-327-9935
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September 16, 1997

Cary W. Mergele
Davis & Bentzen, P.L.L.C.
888 Seventeenth Street, N.W.
Suite 1075
Washington, D.C 20006

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-09/25/97--01054--005
*****70.00 *****70.00

IN RE: Registered Agent - Fitzgerald Motors of Florida, Inc.

Dear Carey:

I am in receipt of your letter to me dated September 12, 1997 with the enclosed designation of registered agent. I will be most pleased to act as the registered agent for Fitzgerald Motors of Florida, Inc.; and I have I have executed the appropriate forms which are being returned to you herewith.

Should you or Mr. Bentzen have any further requirements at the present time, please advise me accordingly. I am

Yours very truly,
BACON, BACON, JOHNSON
& GODDARD, P.A.

David A. Bacon/jlc
DAVID A. BACON, Esquire
DAB/jlc
Enclosure

"Signed in my absence
to avoid delay in mailing."

Filed EFF-
date of receipt
per client 9/25/97

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP 25 PM 4:56

merger
sp 9/25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF MERGER

MERGING FITZGERALD MOTORS, INC., a Florida corporation
INTO FITZGERALD MOTORS OF FLORIDA, INC., a Delaware corporation

THIS CERTIFICATE OF MERGER is entered into this 8th day of August, 1997 by and between Fitzgerald Motors, Inc., a Florida corporation, and Fitzgerald Motors of Florida, Inc., a Delaware corporation, referred to herein collectively as the Constituent Corporations.

THIS IS TO CERTIFY:

FIRST: Fitzgerald Motors of Florida, Inc. (hereinafter sometimes referred to as the "Surviving Corporation") and Fitzgerald Motors, Inc. (hereinafter sometimes referred to as the "Merged Corporation"), hereby agree that the Merged Corporation shall be merged into the Surviving Corporation. Both the Surviving Corporation and the Merged Corporation are wholly owned subsidiaries of JJF Management Services, Inc., a Maryland corporation. Upon completion of the merger, the Surviving Corporation shall maintain its name FITZGERALD MOTORS OF FLORIDA, INC. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: The parties to these Articles of Merger are Fitzgerald Motors, Inc., a corporation organized and existing under the laws of the State of Florida, and Fitzgerald Motors of Florida, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware.

THIRD: The Surviving Corporation initially filed its Certificate of Incorporation with the Secretary of State of Delaware on June 30, 1997. Simultaneously with the filing of these Articles of Merger, the Surviving Corporation is filing a foreign corporation qualification form with the State of Florida.

FOURTH: The location of the principal office of the Surviving Corporation in the State of Delaware, the State of its incorporation, shall be 1209 Orange Street, Wilmington, Delaware 19801, and the name and the address of the resident agent of said Surviving Corporation in Delaware shall be The Corporation Trust, Inc., 1209 Orange Street, Wilmington, Delaware 19801.

FIFTH: The location of the principal office of the Surviving Corporation in the State of Florida shall be 27365 U.S. Highway 19, North, Clearwater, Florida 34621, and the name and the address of the resident agent of said Surviving Corporation in Florida shall be David A. Bacon, 2959 First Avenue, North, St. Petersburg, Florida 33713. The Surviving Corporation and the Merged Corporation own no real property in any county in Florida, the title to which could be affected by the recording of an instrument among the land records.

SIXTH: The Surviving Corporation has authorized capital stock of Two Thousand (2,000) shares divided into Seven Hundred Fifty (750) shares of Class A Voting Stock with a par value of Fifty and no/100ths Dollars (\$50.00) per share ("Class A Common Stock"), Seven Hundred Fifty (750) shares of Class B Nonvoting Stock with a par value of Fifty and no/100ths Dollars (\$50.00)

per share ("Class B Common Stock"), and Five Hundred (500) shares of Preferred Stock with a par value of Fifty and no/100ths Dollars (\$50.00) per share ("Preferred Stock").

SEVENTH: The Merged Corporation has authorized capital stock of Two Hundred Thousand (200,000) shares divided into Seventy-Five Thousand (75,000) shares of Class A Voting Common Stock with a par value of Fifty Cents (\$0.50), Seventy-Five Thousand (75,000) shares of Class B Redeemable Nonvoting Common Stock with a par value of Fifty Cents (\$0.50), and Fifty Thousand (50,000) shares of Voting Preferred Stock with a par value of Fifty Cents (\$0.50). All issued and outstanding stock of the Merged Corporation is owned by JJF Management Services, Inc., a Maryland corporation.

EIGHTH: The merger shall become effective ("Effective Date") and shall be consummated by operation of law without further act or deed upon the part of either the Surviving Corporation or the Merged Corporation on September 30, 1997, or upon the date of acceptance of this filing by the respective state agency, if earlier than September 30, 1997.

NINTH: Upon the Effective Date defined herein, the issued shares of the Merged Corporation and all shares of the Merged Corporation held in its treasury on the date of the merger, shall be canceled without consideration.

TENTH: The Articles of Merger were duly approved by a majority vote of the entire board of directors and all stockholders of the Surviving Corporation on August 8, 1997, and, thus, the merger was authorized and approved by the Surviving Corporation in the manner and by the vote required by the laws of the State of Delaware, and by the Articles of Incorporation and By-Laws of the Surviving Corporation.

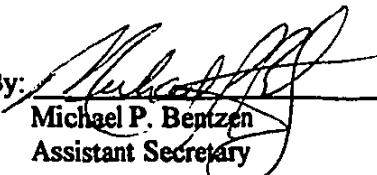
ELEVENTH: The Articles of Merger were duly approved by a majority vote of the entire board of directors and all stockholders of the Merged Corporation on August 8, 1997, and, thus, the merger was authorized and approved by the Merged Corporation in the manner and by the vote required by the laws of the State of Florida, and by the Articles of Incorporation and By-Laws of the Merged Corporation.

TWELFTH: On August 8, 1997 the constituent corporations entered into an Agreement of Merger in compliance with Section 252(a) of the General Corporation Law of the State of Delaware. Said Agreement of Merger has been adopted, approved, certified, executed and acknowledged by each of the constituent corporations in accordance with the laws under which it is formed. A copy of said Agreement of Merger is on file at the principal place of business of the Surviving Corporation, Fitzgerald Motors of Florida, Inc., 27365 U.S. Highway 19, North, Clearwater, Florida 34621, and a copy of said Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

IN WITNESS WHEREOF, Fitzgerald Motors, Inc. and Fitzgerald Motors of Florida, Inc., the corporate parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective presidents and witnessed or attested by the respective assistant secretaries as of the 8th day of August, 1997.

ATTEST

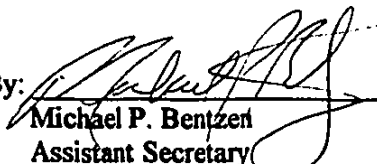
FITZGERALD MOTORS, INC.

By: 
Michael P. Bentzen
Assistant Secretary

By:  
Garry M. Jenkins
Vice President

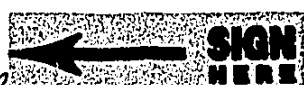
ATTEST

FITZGERALD MOTORS OF FLORIDA, INC.

By: 
Michael P. Bentzen
Assistant Secretary

By:  
Garry M. Jenkins
Vice President

THE UNDERSIGNED, Vice President of Fitzgerald Motors, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

By:  
Garry M. Jenkins
Vice President

THE UNDERSIGNED, Vice President of Fitzgerald Motors of Florida, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge,

information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

By:


Garry M. Jenkins
Vice President



PLAN OF MERGER
MERGING FITZGERALD MOTORS, INC., a Florida corporation
INTO FITZGERALD MOTORS OF FLORIDA, INC., a Delaware corporation

THIS PLAN OF MERGER ("Merger Plan") sets forth the terms of the merger between Fitzgerald Motors, Inc. ("Merged Corporation"), a Florida corporation, and Fitzgerald Motors of Florida, Inc. ("Surviving Corporation"), a Delaware corporation.

WHEREAS, the Boards of Directors of the Merged Corporation and Surviving Corporation deem it advisable for the general welfare and advantage of these corporations and their respective shareholders that they enter into this merger whereby Fitzgerald Motors, Inc. will merge with Fitzgerald Motors of Florida, Inc., and Fitzgerald Motors of Florida, Inc. shall survive the Merger (such merger being hereinafter called the "Merger").

WHEREAS, the corporation which owns one hundred percent (100%) of the issued and outstanding stock of the Merged Corporation also owns one hundred percent (100%) of the issued and outstanding stock of the Surviving Corporation.

WHEREAS, the Surviving Corporation has authorized capital stock of two thousand (2,000) shares divided into seven hundred fifty (750) shares of Class A Voting Stock with par value of fifty dollars (\$50.00) per share, seven hundred fifty (750) shares of Class B Nonvoting Stock with par value of fifty dollars (\$50.00) per share, and five hundred (500) shares of Preferred Stock with par value of (\$50.00) per share.

WHEREAS, the Merged Corporation has authorized capital stock of two hundred thousand (200,000) shares divided into seventy-five thousand (75,000) shares of Class A Voting Stock with par value of fifty cents (\$.50) per share, seventy-five thousand (75,000) shares of Class B Nonvoting Stock with par value of fifty cents (\$.50) per share, and fifty thousand (50,000) shares of Preferred Stock with par value of fifty cents (\$.50) per share.

NOW, THEREFORE, the corporate parties hereto consider the following Plan of Merger:

1. MERGER Upon the Merger Date (as hereinafter defined), Fitzgerald Motors, Inc., shall be merged with Fitzgerald Motors of Florida, Inc., under the applicable provisions of the laws of the States of Florida and Delaware. Fitzgerald Motors of Florida, Inc., shall be the surviving entity, all upon the terms and subject to the conditions contained in this Plan of Merger and the Certificate of Merger executed by the appropriate officers of each corporation. The separate existence of Fitzgerald Motors, Inc. shall cease, except insofar as it may be continued by law or in order to carry out the purpose of this Merger Agreement. Fitzgerald Motors of Florida, Inc., shall file herewith its application to transact business in the State of Florida, and shall continue its existence under Delaware law under its existing Articles of Incorporation, without amendment hereto, and shall have, without further act or deed, all the property, rights, powers, trusts, duties and obligations of Fitzgerald Motors, Inc. and Fitzgerald Motors of Florida, Inc., and Fitzgerald Motors of Florida, Inc. shall hold, enjoy and be subject to the same in the same manner

and to the same extent as Fitzgerald Motors, Inc., and Fitzgerald Motors of Florida, Inc., had held, owned, enjoyed, and were subject to the same immediately prior to the Merger.

2. NAME Upon and after the Merger Date, the name of the surviving entity shall be: **FITZGERALD MOTORS OF FLORIDA, INC.**

3. BY-LAWS The By-Laws of Fitzgerald Motors of Florida, Inc., which were in effect immediately prior to the Merger, shall continue to be the By-Laws of the Surviving Corporation following the Merger, until altered or amended in the manner provided by such By-Laws.

4. DIRECTORS The Board of Directors of Fitzgerald Motors of Florida, Inc., immediately prior to the Merger shall continue to be the Board of Directors of the Surviving Corporation following the Merger until a new Board of Directors shall be elected by the shareholder of the Surviving Corporation, as provided in the By-Laws. The three (3) persons who currently constitute the Board of Directors of Fitzgerald Motors of Florida, Inc. are:

James W. Cash
Garry M. Jenkins
Dorothy M. Fitzgerald

Said Board of Directors shall have full power and authority to manage the affairs of Fitzgerald Motors of Florida, Inc. in accordance with its Articles and By-Laws.

5. OFFICERS All officers of Fitzgerald Motors of Florida, Inc. holding office immediately prior to the Merger shall continue to be the officers of the Surviving Corporation following the Merger until new officers shall be elected by the Board of Directors of the Surviving Corporation, as provided in the By-Laws. These officers include:

<u>Office</u>	<u>Name</u>
President	Robert J. Smith
Vice President	Garry M. Jenkins
Treasurer	Garry M. Jenkins
Secretary	James W. Cash
Asst. Secretary-Treasurer	Michael P. Bentzen
Asst. Secretary-Treasurer	Rose M. Jernigan
Asst. Secretary-Treasurer	Jessie T. Barber

6. EFFECT OF THE MERGER On the effective date of the Merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, and powers both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of the Merged Corporation and the Surviving

Corporation. All property, real, personal and mixed, and all debts due to either the Merged Corporation and/or the Surviving Corporation on whatever account, for stock subscriptions as well as for all other things in action or belonging to each of said corporations, shall be vested in Fitzgerald Motors of Florida, Inc., and the title to any real estate vested by deed or otherwise in either of said corporations shall become the property of Fitzgerald Motors of Florida, Inc., and shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of said corporations shall be preserved unimpaired, as of the effective date of the Merger, and all debts, liabilities and duties of the Surviving Corporation and/or the Merged Corporation shall thenceforth attach to Fitzgerald Motors of Florida, Inc., and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Fitzgerald Motors of Florida, Inc.

7. METHOD OF CONVERSION The method of carrying into effect the Merger provided in this Merger Plan, and the manner and basis of converting the shares of Fitzgerald Motors, Inc. into the shares of Fitzgerald Motors of Florida, Inc. are as follows:

Upon the effective date of the Merger, all issued and outstanding shares of Fitzgerald Motors, Inc., and all shares held in its treasury of the date of the merger, shall be canceled without consideration. JJF Management Services, Inc., the sole stockholder of each of the corporations shall continue to hold all of the issued and outstanding stock of Fitzgerald Motors of Florida, Inc., without the necessity to issue additional shares as a result of the Merger.

There are no dissenting stockholders.

8. RIGHTS OF SHAREHOLDERS After the effective date of the Merger, each holder of a certificate or certificates which therefore represented shares of common or preferred stock of Fitzgerald Motors, Inc. shall cease to have any rights as a shareholder of Fitzgerald Motors, Inc.

9. ACCOUNTING MATTERS As of the effective date of the Merger, the assets and liabilities of the Merged and Surviving Corporations shall be taken up on the books of Fitzgerald Motors of Florida, Inc. at the amounts at which they shall be carried at that time on the books of the Merged and Surviving Corporations.

10. ABANDONMENT OF MERGER Notwithstanding any other provisions hereof, this Merger Plan and the Merger contemplated hereby may be terminated and abandoned pursuant to action taken by mutual agreement of the respective Boards of Directors of Fitzgerald Motors, Inc., and Fitzgerald Motors of Florida, Inc., at any time before the Merger becomes effective.

11. AMENDMENT OF PLAN This Merger Plan may be amended or modified or supplemented in writing in such manner as may be approved by resolution of the Boards of Directors of Fitzgerald Motors, Inc. and Fitzgerald Motors of Florida, Inc., provided, however,

that no such amendment, modification or supplement shall be made which affects the rights of the shareholders of either corporation in a manner which is materially adverse to them.

12. MERGER DATE The Merger shall become effective and shall be consummated by operation of law without further act or deed upon the part of either the Surviving Corporation or the Merged Corporation on September 30, 1997, or upon the date of acceptance of this filing by the respective state agency, if earlier than September 30, 1997.

13. MISCELLANEOUS This Merger Plan sets forth the understanding and agreement between Fitzgerald Motors, Inc. and Fitzgerald Motors of Florida, Inc., with respect to the merger described herein. Upon approval of the Merger Plan by the Boards of Directors of the Merged and Surviving Corporations, the officers of each corporation shall execute a Certificate of Merger for filing with the respective state agencies, which shall incorporate this Merger Plan.