

F 98000000231

TAYLOR & KEANE

A PROFESSIONAL LIMITED LIABILITY COMPANY

FEDERAL EXPRESS OVERNITE
December 31, 1997

State of Florida
Qualification/Tax Lien Sec.
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500002397235-- 4
-01/12/98--01099--001
*****157.50 *****70.00

Re: Wholesale Radiator Warehouse of Florida, Inc.
Wholesale Radiator Warehouse, Inc.

Dear Sir/Madam:

Enclosed please find documents of merger and Application to Transact Business relative to the above corporations, together with the Certificate of Good Standing. Also enclosed please find the filing fees in the amount of \$157.50 for recording the same with your office.

Kindly record these documents and advise this office as to the effective date of their recording.

If you have any questions, please do not hesitate to contact me.

Thank you.

Sincerely,

Thomas M. Keane
Thomas M. Keane *jm.*

TMK/jm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 PM 2:26

merger
38

1/16/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

WHOLESALE RADIATOR WAREHOUSE OF FLORIDA, INC., #S32567, a FL
corp.

into

WHOLESALE RADIATOR WAREHOUSE, INC., a Delaware corporation
F98000000231

File date: January 2, 1998

Corporate Specialist: Susan Payne

ARTICLES OF MERGER OF

WHOLESALE RADIATOR WAREHOUSE OF FLORIDA, INC.
A Florida Corporation

INTO

WHOLESALE RADIATOR WAREHOUSE, INC.
A Delaware Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 PM 2:26

Pursuant to the laws of the State of Florida, the corporations described herein, desiring to effect a merger, set forth the following facts:

ARTICLE I

The name of the corporation surviving the merger is WHOLESALE RADIATOR WAREHOUSE, INC.

The name of the surviving corporation has not been changed as a result of the merger.

ARTICLE II

The surviving corporation is a foreign corporation incorporated under the laws of the State of Delaware, having an address of 80 Veronica Avenue, Somerset, New Jersey.

The surviving corporation has applied to be qualified to do business in this state.

The purpose of the surviving corporation shall be the purposes set forth in the Articles of Organization of the surviving corporation in effect immediately prior to the Effective Time.

The capitalization of the Surviving Corporation shall be as set forth in the Articles of Organization of the surviving corporation in effect immediately prior to the Effective Time.

The Articles of Organization of the surviving corporation in effect immediately prior to the Effective Time shall be the Articles of Organization of the surviving corporation, except to the extent that the Articles of Merger are deemed to be amendments of the Articles of Organization under the laws of the State of the surviving corporation.

The By-Laws of the surviving corporation in effect immediately prior to the Effective Time shall be the By-Laws of the surviving corporation.

The officers and directors of the surviving corporation holding office immediately prior to the Effective Time shall be the officers and directors of the surviving corporation and shall continue as such until their resignation or removal or until their successors are elected and qualify.

ARTICLE III

The name of the nonsurviving corporation is WHOLESALE RADIATOR WAREHOUSE OF FLORIDA, INC.

The state of domicile of the nonsurviving corporation is Florida.

The date of incorporation of the nonsurviving corporation is February 19, 1991.

ARTICLE IV

The Plan of Merger, containing the information required by the laws of the State of Florida, is as follows:

All constituent corporations are owned by the same shareholders with identical percentage ownership. The shares of the nonsurviving corporation will be cancelled and retired without payments of any consideration therefore and without any action on the part of the holder thereof, and shall cease to exist at the Effective Time.

No additional shares of the surviving corporation will be issued.

The parties agree that the Merger is intended to be a tax free reorganization within the meaning of Section 368 of the Internal Revenue Code and the nonsurviving corporation, the surviving corporation, and each shareholder agree that no tax return filed by any of them will take a position inconsistent with the Merger being deemed a tax free transaction.

ARTICLE V

The manner of adoption and vote of the surviving corporation was as follows: Plan adopted by the shareholders on November 18, 1997.

Duly approved shareholder action. The vote of the shareholders was: November 18, 1997.

Number of shares outstanding: 100
Number of shares entitled to be cast: 100
Number of votes in favor of Plan of Merger: 100
Number of votes against the Plan of Merger: 0

ARTICLE VI

The manner of adoption and vote of the nonsurviving corporation was as follows:

Duly approved shareholder action. The vote of the shareholders was:

| | |
|---|-----|
| Number of shares outstanding: | 100 |
| Number of votes entitled to be cast by such voting group: | 100 |
| Number of votes of such voting group cast for the plan of merger: | 100 |
| Number of votes of such voting group cast against: | 0 |

The number of votes cast for the plan was sufficient for approval.

ARTICLE VII

A copy of the Agreement of Merger filed by the survivor corporation is available to any of the shareholders who are a party to this merger by request made to the surviving corporation.

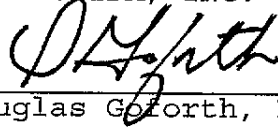
ARTICLE VIII

These Articles of Merger will be effective on January 2, 1998 (Effective Time).

Date: December 19, 1997

ATTEST: _____


WHOLESALE RADIATOR WAREHOUSE
OF FLORIDA, INC.



Douglas Goforth, President

ATTEST: _____

WHOLESALE RADIATOR WAREHOUSE,
INC., Surviving Corporation



Douglas Goforth, President

f:\user\jeanne\wholesal\articles fla

**STATE OF DELAWARE
AGREEMENT OF MERGER**

**PLAN AND AGREEMENT OF MERGER
BETWEEN**

**WHOLESALE RADIATOR WAREHOUSE, INC.,
A Delaware Domestic Corporation**

and

**WHOLESALE RADIATOR WAREHOUSE OF FLORIDA, INC.,
A Florida Corporation**

This Plan and Agreement of Merger made and entered into on this 18th day of November, 1997, by and between **WHOLESALE RADIATOR WAREHOUSE, INC.**, a Delaware Corporation, and **WHOLESALE RADIATOR WAREHOUSE OF FLORIDA, INC.**, a foreign corporation.

WITNESSETH:

WHEREAS, the Delaware Corporation is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on February 5, 1987; and

WHEREAS, **WHOLESALE RADIATOR WAREHOUSE OF FLORIDA, INC.** is a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as the "Foreign Corporation"); and

WHEREAS, the aggregate number of shares which **WHOLESALE RADIATOR WAREHOUSE OF FLORIDA, INC.** has authority to issue is 500, of which 100 shares are outstanding; and

WHEREAS, the Boards of Directors of each of the constituent corporations deems it advisable that the Foreign Corporation be merged into the Delaware Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware and the state of incorporation of the Foreign Corporation, respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, the Delaware Corporation and the Foreign Corporation, by its respective Board of Directors, have agreed and do hereby agree, each with the other, as follows:

ARTICLE I

The Foreign Corporation and the Delaware Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of incorporation of the Foreign Corporation and of the State of Delaware, by the Foreign Corporation merging into the Delaware Corporation, which shall be the surviving Corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of incorporation of the Foreign Corporation and of the State of Delaware (the time when the merger shall so become effective being sometime herein referred to as the "EFFECTIVE DATE OF THE MERGER") and being January 2 , 1998:

The Delaware Corporation is the Surviving Corporation, and the separate existence of the Foreign Corporation shall cease except to the extent provided by the laws of the State of incorporation of the Foreign Corporation in the case of a corporation after its merger into another corporation.

ARTICLE III

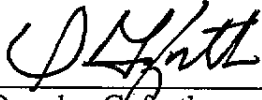
The Certificate of Incorporation of the Delaware Corporation shall not be amended in any respect by reason of this Agreement of Merger.

ARTICLE IV

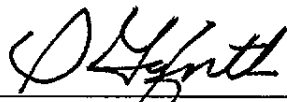
The Constituent Corporation is owned by the same shareholders as the surviving corporation with identical percentage ownership. The shares of the nonsurviving corporation will be cancelled and retired without payment of any consideration therefor and without any action on the part of the holder thereof, and shall cease to exist at the Effective Time. The manner of converting the outstanding shares of the Constituent Corporation is not applicable since the surviving Delaware Corporation is not increasing its authorized capital.

IN WITNESS WHEREOF, the Delaware Corporation and the Foreign Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.

**WHOLESALE RADIATOR WAREHOUSE, INC.,
A Delaware Corporation**

By: 
Douglas Goforth
TITLE OF OFFICER: President

**WHOLESALE RADIATOR WAREHOUSE OF
FLORIDA, INC., A Florida Corporation**

By: 
Douglas Goforth
TITLE OF OFFICER: President

f:\user\jeanne\wholesal\planmerg fla