



# JO3575

ACCOUNT NO. : 072100000032  
REFERENCE : 587523 80360A  
AUTHORIZATION : *Patricia Pigot*  
COST LIMIT : \$ 122.50

FILED  
02 MAY 20 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 20, 2002

ORDER TIME : 12:45 PM

ORDER NO. : 587523-005

CUSTOMER NO: 80360A

CUSTOMER: Ms. Karen E. Wendzel  
Lindell & Kellison, P.a.  
12276 San Jose Blvd.  
Suite 126  
Jacksonville, FL 32223

RECEIVED  
02 MAY 20 PM 4:37  
DEPARTMENT OF STATE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

LAKE CITY TRUCK PARTS, INC.  
GAINESVILLE TRUCK PARTS, INC.

INTO

700005575937--0

JACKSONVILLE TRUCK PARTS,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX CERTIFICATE OF STATUS

C. Coulliette MAY 20 2002

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER OF LAKE CITY TRUCK  
PARTS, INC., A FLORIDA CORPORATION, AND  
GAINESVILLE TRUCK PARTS, INC., A FLORIDA  
CORPORATION WITH AND INTO JACKSONVILLE  
TRUCK PARTS, INC., A FLORIDA CORPORATION

Lake City Truck Parts, Inc., a Florida corporation, Gainesville Truck Parts, Inc., a Florida corporation and Jacksonville Truck Parts, Inc., a Florida corporation submit the following Articles of Merger in accordance with Section 607.1101 of the Florida Business Corporation Act for the purpose of merging Lake City Truck Parts, Inc. and Gainesville Truck Parts, Inc. with and into Jacksonville Truck Parts, Inc.

1. The name of the surviving corporation is Jacksonville Truck Parts, Inc., a Florida corporation (hereinafter referred to as "Surviving Entity");

2. The merging corporations are Lake City Truck Parts, Inc., a Florida corporation and Gainesville Truck Parts, Inc., a Florida corporation (hereinafter referred to as the "Merging Entities").

3. The Agreement and Plan of Merger (the "Plan of Merger") setting forth the terms and conditions of the merger is attached hereto as Exhibit "A" and is incorporated herein by reference.

4. The Plan of Merger was adopted by the Board of Directors and approved by the sole shareholder of the Merging Entities on May 17, 2002.

5. The Plan of Merger was adopted by the Board of Directors and approved by the sole shareholder of the Surviving Entity on May 17, 2002.

6. The merger of the Merging Entities with and into the Surviving Entity shall be effective on the date of filing these Articles of Merger with the Florida Secretary of State (the "Effective Date").

FILED  
02 MAY 20 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, constituting the duly authorized representatives of Jacksonville Truck Parts, Inc., Gainesville Truck Parts, Inc. and Lake City Truck Parts, Inc., respectively, have executed this Agreement and Plan of Merger and Articles of Merger pursuant to the authority duly vested in them by the Board of Directors of each entity.

JACKSONVILLE TRUCK PARTS, INC.,  
a Florida corporation

By: Judith A. Breeze  
Print: Judith A. Breeze  
Its: Sec / Treas

LAKE CITY TRUCK PARTS, INC.  
a Florida corporation

By: Judith A. Breeze  
Print: Judith A. Breeze  
Its: Sec / Treas

GAINESVILLE TRUCK PARTS, INC.,  
a Florida corporation

By: Judith A. Breeze  
Print: Judith A. Breeze  
Its: Sec / Treas

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GAINESVILLE TRUCK PARTS, INC., a Florida corporation, P94000088860

LAKE CITY TRUCK PARTS, INC., a Florida corporation, P93000013537

INTO

**JACKSONVILLE TRUCK PARTS, INC.,** a Florida entity, J03575

File date: May 20, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 122.50

# Exhibit A

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is (the "Plan of Merger") is dated as of the 17<sup>th</sup> day of May, 2002, by and between Jacksonville Truck Parts, Inc., a Florida corporation (the "Surviving Entity"), Lake City Truck Parts, Inc., a Florida corporation and Gainesville Truck Parts, Inc., a Florida corporation (hereinafter collectively referred to as the "Merging Entities").

### TERMS OF MERGER

1. In accordance with the applicable laws of the State of Florida, the Merging Entities, shall as of the Effective Date (as defined below), merge with and into Surviving Entity and the Surviving Entity shall continue to exist and to be governed by the laws of the State of Florida under the corporate name Jacksonville Truck Parts, Inc.
2. The Certificate of Incorporation of the Surviving Entity, on the Effective Date of the merger, shall continue in full force and effect and remain as the Certificate of Incorporation of the Surviving Entity following the merger.
3. The Bylaws of the Surviving Entity, on the Effective Date of the merger, shall continue in full force and effect and remain as the Bylaws of the Surviving Entity following the merger.
4. The persons serving as members of the Board of Directors and officers of the Surviving Entity shall continue to be the members of the Board of Directors and the officers of the Surviving Entity following the merger, all of whom shall hold their respective positions until the election and qualification of their successors or until their earlier removal, resignation or death.
5. Immediately prior to the Effective Date, there were no outstanding rights to acquire any stock or other securities of the Merging Entities.
6. At and as of the Effective Date, the separate existence of the Merging Entities shall cease, and all of the properties, assets, rights, privileges, contracts and franchises of the Merging Entities, whether public or private and of whatsoever nature and description, shall be transferred to, vest in and devolve upon the Surviving Entity without further act or deed.
7. At and as of the Effective Date, the Surviving Entity shall assume and shall be responsible for all of the liabilities and obligations of the Merging Entities.
8. The issued and outstanding shares of the Merging Entities shall be cancelled and cease to exist by virtue of the merger on the Effective Date. The issued and outstanding shares of the surviving Entity shall remain issued and outstanding and shall remain unaffected by the merger.

9. There are no other shareholders of the Merging Entities requiring a copy of this Plan of Merger and, accordingly, the mailing requirement is waived.

10. The merger of the Merging Entities with and into the Surviving Entity shall be effective on the date of filing these Articles of Merger with the Florida Secretary of State (the "Effective Date").

IN WITNESS WHEREOF, the undersigned, constituting the duly authorized representatives of Jacksonville Truck Parts, Inc., Gainesville Truck Parts, Inc. and Lake City Truck Parts, Inc., respectively, have executed this Agreement and Plan of Merger pursuant to the authority duly vested in them by the Board of Directors of each entity.

JACKSONVILLE TRUCK PARTS, INC.,  
a Florida corporation

By: Judith A. Breese  
Print: Judith A. Breese  
Its: Sec/Treas

LAKE CITY TRUCK PARTS, INC.  
a Florida corporation

By: Judith A. Breese  
Print: Judith A. Breese  
Its: Sec/Treas

GAINESVILLE TRUCK PARTS, INC.,  
a Florida corporation

By: Judith A. Breese  
Print: Judith A. Breese  
Its: Sec/Treas