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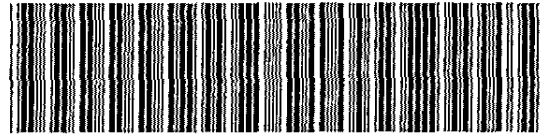
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TALLAHASSEE, FLORIDA


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MARK E. CLEMENTS, P.A.
ATTORNEYS AT LAW

MARK E. CLEMENTS

 Certified as an Elder Law Attorney by the
National Elder Law Foundation
WILLS - ESTATES - ESTATE PLANNING
ELDER LAW - MEDICAID - NURSING HOME
GUARDIANSHIPS - MEDIATION
CORPORATE AND BUSINESS LAW

310 East Main Street
Lakeland, Florida 33801
Telephone (863) 687-2287
Fax (863) 682-7385

ELAINE KELLEHER
TRIAL PRACTICE - GENERAL

TIMOTHY L. FLANAGAN
OF COUNSEL

March 30, 2005

Department of State
Division of Corporations
Corporate Filings
Post Office Box 632
Tallahassee, Florida 32314

Re: Articles of Merger

Dear Sir or Madam:

Enclosed please find two copies of an Articles of Merger representing the merger of Import Parts Marketing, Inc. and Undercar America, Inc. into CMB Marketing Consultants, Inc. Please return a certified copy of the Articles in the enclosed envelope upon its filing. A check is enclosed for \$113.75 representing the fee for each party to the merger and the certified copy fee. Should you have any questions please contact my office at (863) 687-2287 ext. 25. Thank you.

Sincerely,



Elaine Kelleher
MARK E. CLEMENTS, P.A.

Enclosures
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ARTICLES OF MERGER

ARTICLES OF MERGER

OF

UNDER-CAR AMERICA, INC. into CMB MARKETING CONSULTANTS, INC.

AND OF

IMPORT PARTS MARKETING, INC. into CMB MARKETING CONSULTANTS, INC.

Pursuant to §607.1105 of the Florida Statutes, the undersigned corporations, Under-car America, Inc., a Florida corporation, and Import Parts Marketing, Inc., a Florida Corporation, and CMB Marketing Consultants, Inc., a Florida corporation, adopt the following Articles of Merger for the purpose of merging Under-car America, Inc. into CMB Marketing Consultants, Inc. and for the purpose of merging Import Parts Marketing, Inc. into CMB Marketing Consultants, Inc.

Plan of Merger

1. The Plan of Merger is as follows:

- a. Name of Surviving Corporation. Import Parts Marketing, Inc., a Florida Corporation, and Under-car America, Inc., a Florida Corporation, (hereinafter referred to as the "Merging Corporations") are merging into CMB Marketing Consultants, Inc., a Florida Corporation (herein after referred to as the "Surviving Corporation") pursuant to an Agreement and Plan of Merger. CMB Marketing Consultants, Inc. is the name of the Surviving Corporation.
- b. Conversion of Merging Corporations Shares. On the Effective Date, as specified hereunder, each Merging Corporations share (exclusive of any share entitled to appraisal rights) shall be converted into the right to receive the Surviving Corporations share in the following amounts:
 - (i) Collectively, the shareholders of Import Parts Marketing, Inc. shall be entitled to receive total 95.695 shares (allocated to each shareholder in proportion to their respective interest in Import Parts Marketing, Inc.) of the common stock of the Surviving Corporation (the ratio of the Merging Corporation shares to the Surviving Corporation shares is hereinafter referred to as the "Conversion Ratio"), each of five dollar (\$5.00) par value, being 8.3213% percent of the total outstanding common stock of the Surviving corporation.

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TALLAHASSEE, FLORIDA

- (ii) Collectively, the shareholders of Under-car America, Inc. shall be entitled to receive 420.0663 total shares (allocated in proportion to their respective interest in Under-car America, Inc.) of the common stock of the Surviving Corporation (the Conversion Ratio), each of five dollar (\$5.00) par value, being 36.5275% percent of the total outstanding common stock of the Surviving Corporation.
 - (iii) Each share that is entitled to Appraisal Rights pursuant to Florida Law shall be converted into the right to receive payment from the Surviving Corporation with respect thereto in accordance with the applicable provisions of the laws of the state of Florida
- c. Surviving Corporation Shares. The outstanding shares of common stock of CMB Marketing Consultants, Inc., (1,150 shares), each of five dollars (\$5.00) par value, shall be collected from CMB Marketing Consultants, Inc. and re-issued so that 634.239 shares of the Surviving Corporation shall be issued to those CMB Marketing Consultants, Inc. shareholders that were CMB Marketing Consultants, Inc. shareholders prior to the effective date, which reflects 55.1512% of the total outstanding stock of the Surviving Corporation.
- d. Procedure for Payment. At the Effective Date or immediately thereafter, the Surviving Corporation will furnish to the shareholders of Import Parts Marketing, Inc., Under-car America, Inc., and CMB Marketing Consultants, Inc.'s shareholders a stock certificate issued in that shareholders name representing that number of shares equal to the product of (i) the Conversion Ratio times (ii) the percentage of the shares the shareholder held in Import Parts Marketing, Inc., Under-car America, Inc., and CMB Marketing Consultants, Inc. (exclusive of any shares seeking appraisal rights), and that product shall reflect the percentage the shareholder is entitled to receive of the 1150 shares the Surviving Corporation shall issue to the shareholders. The shareholders of Import Parts Marketing, Inc., Under-car America, Inc., and CMB Marketing Consultants, Inc. shall remit their certificate(s) representing shares for cancellation.

Adoption of Plan

2. There are 1,150 shares of common stock, each of \$5.00 par value, of CMB Marketing Consultants, Inc., issued and outstanding, that were authorized to vote on the Plan and Agreement of Merger. 1150 number of shares were voted in favor of the Plan of Merger, and 0 number of shares were voted against the Plan and Agreement of Merger in a written action dated 3/24/05.

3. There are 1200 shares of common stock, each of \$1.00 par value, of Under-car America, Inc., issued and outstanding, that were authorized to vote on the Plan and Agreement of Merger. 1200 number of shares were voted in favor of the

Plan of Merger, and 0 number of shares were voted against the Plan and Agreement of Merger in a written action dated 3/24/05.

4. There are 215 shares of common stock, each of \$1.00 par value, of Import Parts Marketing, Inc., issued and outstanding, that were authorized to vote on the Plan and Agreement of Merger. 215 number of shares were voted in favor of the Plan of Merger, and 0 number of shares were voted against the Plan and Agreement of Merger in a written action dated 3/24/05.

Effective Date

5. The Plan and Agreement of Merger shall be effective upon the filing of these Articles with the Department of State.

Statutory Merger

6. This Merger is a Statutory Merger pursuant to Florida Law, and is intended to qualify for preferred tax treatment as a Type A reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code.

Service of Process

7.(a) CMB Marketing Consultants, Inc. agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Under-car America, Inc. and in any proceeding for the enforcement of the rights of a dissenting shareholder of Under-car America, Inc. against CMB Marketing Consultants, Inc.

(b) CMB Marketing Consultants, Inc. agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Import Parts Marketing, Inc. and in any proceeding for the enforcement of the rights of a dissenting shareholder of Import Parts Marketing, Inc. against CMB Marketing Consultants, Inc.

(c) CMB Marketing Consultants, Inc. irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in the state of Florida in any proceeding with respect to those matters as set forth in Subparagraphs (a) and (b) above. The Secretary of State may forward a copy of process to:

CMB Marketing Consultants, Inc.
Harold Cameron (Registered Agent)
1217 Timberidge Loop S
Lakeland, Florida 33809

(d) CMB Marketing Consultants, Inc. agrees that it will promptly pay to the dissenting shareholders of Under-car Marketing, Inc. the amounts to which they are entitled pursuant to the business corporation laws of the state of Florida.

(e) CMB Marketing Consultants, Inc. agrees that it will promptly pay to the dissenting shareholders of Import Parts Marketing, Inc. the amounts to which they are entitled pursuant to the business corporation laws of the state of Florida.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of 3/28/05, 2005.

CMB Marketing Consultants, Inc.

By: Frank Chiozza
Frank Chiozza, President

By: Deborah Clements
Deborah Clements, Secretary

Witnessed by: Elaine Kelleher
Printed name: Elaine Kelleher

Under-car America, Inc.

By: Frank Chiozza
Frank Chiozza, President

By: Deborah Clements
Deborah Clements, Secretary

Witnessed By: Elaine Kelleher
Printed Name: Elaine Kelleher

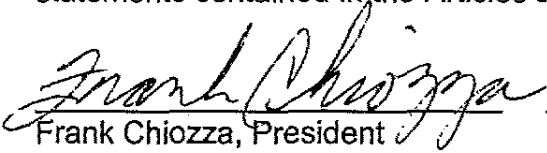
Import Parts Marketing, Inc.

By: Frank Chiozza
Frank Chiozza, President

By: Deborah Clements
Deborah Clements, Secretary

Witnessed By: Elaine Kelleher
Printed Name: Elaine Kelleher

The undersigned officer of CMB Marketing, Inc. does hereby certify and verify that the foregoing Articles of Merger were duly adopted by the corporation and that all statements contained in the Articles are true and correct.



Frank Chiozza, President
CMB Marketing, Inc.

State of Florida
County of Polk

Sworn to and verified before me this 28th day of March, 2005.


Notary Public



My commission expires _____

This instrument was prepared by Mark E. Clements, P.A., whose address is 310 E. Main Street, Lakeland, Florida 33801.

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