

J 40610

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

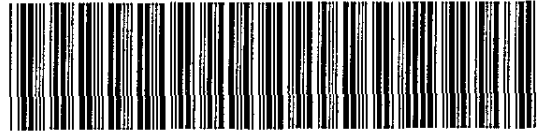
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700021612907

07/30/03--01013--025 \*\*70.00

*effective*  
*8-1-03*

**FILED**  
03 JUL 30 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/4

**EDUARDO F. MORRELL, P.A.**

ATTORNEYS AT LAW

EDUARDO F. MORRELL  
DIANE E. HILL WATSON

500 SOUTH FLORIDA AVENUE, SUITE 330  
LAKELAND, FLORIDA 33801-5252

CELENE HUMPHRIES  
OF COUNSEL

TELEPHONE: (863) 802-8037

FAX: (863) 802-5312

MAILING ADDRESS  
P.O. BOX 2786  
LAKELAND, FLORIDA 33806-2786

July 28, 2003

Division of Corporations  
Merger Section  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Quantum Marketing, Inc.

Dear Sir/Madam:

Please file the enclosed Articles of Merger of Auto-Gard/QMI, Inc. Enclosed is a check in the amount of \$70.00 for your fee.

Thank you.

Sincerely,



Sandy O'Connell  
Legal Assistant to Eduardo F. Morrell

End

cc: Larrell Willis, Quantum Marketing, Inc.  
H:\Sandy\corporate.fms\Merger.ltr.doc

**ARTICLES OF MERGER  
OF  
AUTO-GARD/QMI, INC., a Florida corporation,  
With  
QUANTUM MARKETING, INC., a Florida corporation**

**FILED**  
03 JUL 30 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*Effective*  
*8-1-03*

These are the ARTICLES OF MERGER between Auto-Gard/QMI, Inc., ("Auto-Gard"), a Florida corporation, and Quantum Marketing, Inc. ("QMI") a Florida corporation.

Pursuant to § 607.1105 of the Florida Business Corporation Act (the "Act"), Auto-Gard adopts the following Articles of Merger.

1. The Plan of Merger dated July 24, 2003 ("Plan of Merger"), between QMI and Auto-Gard was approved and adopted by the shareholders of QMI on July 24, 2003 and was adopted by the Board of Directors of Auto-Gard on the same date, since the shareholders' approval of the Plan of Merger is not required by the shareholders of Auto-Gard by § 607.1103(7) of the Act.

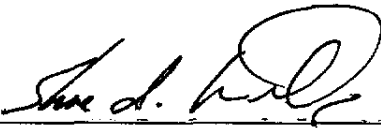
2. Pursuant to the Plan of Merger, all issued and outstanding shares of Auto-Gard stock will be acquired by means of a merger of Auto-Gard into QMI with QMI as the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

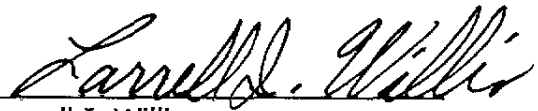
4. Pursuant to § 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on August 1, 2003.

IN WITNESS WHEREOF, the parties have set their hands this 14<sup>th</sup> day of July, 2003.

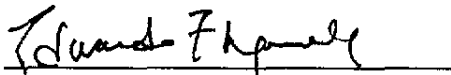
ATTEST:

  
(Corporate Seal)

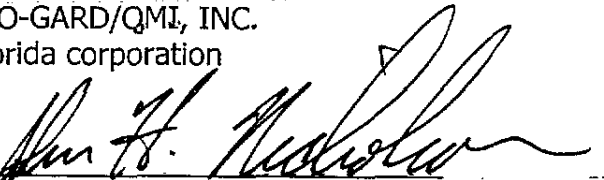
QUANTUM MARKETING, INC.  
a Florida corporation

By:   
Larrell I. Willis  
Its: President

ATTEST:

  
(Corporate Seal)

AUTO-GARD/QMI, INC.  
a Florida corporation

By:   
John H. Nicholson  
Its: President

## **PLAN OF MERGER**

This is a Merger between Quantum Marketing, Inc. ("QMI") and Auto-Gard, Inc. ("Auto-Gard"), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with § 607.1101 of the Florida Business Corporation Act ("the Act"). The Merger shall be effective August 1, 2003 ("the Effective Date").

1. Articles of Incorporation. The Articles of Incorporation of QMI, as previously amended and in effect immediately before the Effective Date of the Merger, shall, without any changes, remain the Articles of Incorporation of QMI from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Auto-Gard's common stock that shall be issued and outstanding at the time shall, without more, be converted into and exchanged for 425 shares of common stock of QMI, in accordance with this Plan. Each share of QMI's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of QMI's stock.

3. Satisfaction of Rights of Auto-Gard Shareholders. All shares of QMI's stock into which Auto-Gard's shares shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Auto-Gard shall cease, and QMI shall be fully vested in Auto-Gard's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities and duties, all as more particularly set forth in § 607.1106 of the Act.

5. Supplemental Action. If at anytime after the Effective Date QMI shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action are necessary or desirable to carry out the provisions of this Plan, the appropriate officers of QMI or Auto-Gard, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of QMI, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in QMI or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. QMI and Auto-Gard shall cause their respective President to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference to the Articles of Merger as if fully set forth in such Articles

FILED  
03 JUL 30 PM  
SECRETARY OF  
TALLAHASSEE, FLORIDA

and shall become an exhibit to the Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by QMI to the Florida Secretary of State. In accordance with § 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which will be August 1, 2003.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at anytime by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit of thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at anytime before the vote of the same manner (but not necessarily by the same persons), or at anytime thereafter as long as such change is in accordance with § 607.1103 of the Act.

8. Termination. At anytime before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituents Corporations.

H:\Kelly\clients\QMI08\PLAN OF MERGER.doc