

J 43438

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January 10, 2000

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*****78.75 *****78.75

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Please find enclosed articles of Merger. I have enclosed \$78.75 for fees including a certified copy.

Yours Truly,

Robert Wallace

Robert Wallace

RBW/dlc

FILED
00 MAR -1 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

V. SHEPARD MAR 8 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

RAY CARTER INC., a Florida corporation, 330749

INTO

RAY CARTER AUTO SALES, INC., a Florida entity, J43438

File date: March 1, 2000

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

Dear Sirs -

Reinstatement
form has been submitted
separately.

Thank
you

January 20, 2000

ROBERT WALLACE
3805 UNIVERSITY BLVD. WEST
JACKSONVILLE, FL 32217

SUBJECT: RAY CARTER AUTO SALES, INC.
Ref. Number: J43438

RECEIVED
00 FEB 11 AM 8:26
DIVISION OF CORPORATIONS

We have received your document for RAY CARTER AUTO SALES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merging corporation was administratively dissolved October 16, 1998 and must be reinstated before your document can be filed.

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its corporate annual report/uniform business report form. To reinstate, the corporation must submit a completed reinstatement application/annual report/uniform business report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$61.25 filing fee per year for the years through the current year, \$88.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$1050.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 2000 Annual Report/Uniform Business Report and Supplemental Fee.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 000A00002814

ARTICLES OF MERGER

Pursuant to Section 607.1105 of the Florida General Corporation Act, Ray Carter, Inc., a Florida corporation, and Ray Carter Auto Sales, Inc., a Florida corporation, adopt the following articles of merger for the purpose of merging Ray Carter, Inc. into Ray Carter Auto Sales, Inc., the later which is to survive the merger.

ARTICLE I

That certain Plan and Agreement of Merger (the "agreement") dated August 31, 1999, by and between Ray Carter, Inc., a Florida corporation, and Ray Carter Auto Sales, Inc., a Florida corporation, attached as Exhibit "A" and made a part of this instrument, was duly approved by the shareholders of Ray Carter, Inc. on August 31, 1999, and was adopted by the shareholders of Ray Carter Auto Sales, Inc., on August 31, 1999.

ARTICLE II

Under the Plan and Agreement of Merger all of the issued and outstanding shares of stock of Ray Carter, Inc. will be acquired by means of a merger of Ray Carter, Inc. into Ray Carter Auto Sales, Inc. with Ray Carter Auto Sales, Inc. the surviving corporation.

ARTICLE III

Under Florida Statutes Section 607.1105(1)(b) the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF the parties to these articles of merger have caused them to be duly executed by their respective authorized officers.

ATTEST:

Ray Carter, Inc.

By *Dorothy B. Carter* By *Raymond H. Carter*
Secretary President

ATTEST:

Ray Carter Auto Sales, Inc.

By *Dorothy B. Carter* By *Raymond H. Carter*
Secretary President

FILED
MAR -1 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit "A"

PLAN AND AGREEMENT OF MERGER

BACKGROUND

Ray Carter, Inc. is a corporation duly organized and existing under the laws of the State of Florida; and

Ray Carter Auto Sales, Inc. is a corporation duly organized and existing under the laws of the State of Florida; and

Ray Carter, Inc. and Ray Carter Auto Sales, Inc. have agreed that Ray Carter, Inc. shall merge into Ray Carter Auto Sales, Inc. upon the terms and conditions and in the manner set forth in this agreement and in accordance with the applicable laws of the State of Florida,

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, warranties, and representations contained in this agreement and in order to consummate the transactions described above, Ray Carter, Inc. and Ray Carter Auto Sales, Inc., the constituent corporations to this agreement, agree as follows:

1. Ray Carter, Inc. and Ray Carter Auto Sales, Inc. agree that Ray Carter, Inc. shall be merged into Ray Carter Auto Sales, Inc., as a single corporation, upon the terms and conditions of this agreement and that Ray Carter Auto Sales, Inc. shall continue under the laws of the State of Florida as the surviving corporation (the "surviving corporation"), and they further agree as follows:

A. The purposes, the registered agent, the address of the registered office, and the capital stock of the surviving corporation shall be as appears in the articles of incorporation of Ray Carter Auto Sales, Inc. as on file with the office of the Secretary of State of the State of Florida on the date of this agreement. The terms and provisions of the articles of incorporation are incorporated into this agreement. From and after the effective date and until further amended, altered or restated as provided by law, the articles of incorporation separate and apart from this agreement shall be and may be separately certified as the articles of incorporation of the surviving corporation.

B. The name used by the surviving corporation shall be "Ray Carter Auto Sales, Inc."

C. The bylaws of Ray Carter Auto Sales, Inc. in effect on the effective date shall be the bylaws of the surviving corporation until they shall be altered, amended or repealed or until new bylaws are adopted as provided in them.

D. Upon the effective date of the merger the present officers of Ray Carter Auto Sales, Inc. shall constitute the officers of the surviving corporation.

E. This agreement shall be submitted to the shareholders of Ray Carter, Inc. and Ray Carter Auto Sales, Inc. (the "constituent corporations") for consideration at a meeting of shareholders in accordance with F.S. Chapter 607 of the act, and if it is adopted and approved in accordance with the laws of the State of Florida, as promptly as practicable after that, the fact that this agreement has been adopted and approved as above provided shall be certified by their respective secretaries, and this agreement and appropriate articles of merger shall be signed, acknowledged and filed pursuant to the laws of the State of Florida. The merger of Ray Carter, Inc. into Ray Carter Auto Sales, Inc. shall become effective upon the filing of this agreement and appropriate articles of merger with the office of the Secretary of State of the State of Florida. The date on which the merger of Ray Carter, Inc. into Ray Carter Auto Sales, Inc. becomes effective is called in this instrument the "effective date" of the merger.

3. When this agreement shall have been approved, signed, acknowledged and filed, the separate existence of Ray Carter, Inc. shall cease and Ray Carter, Inc. shall be merged into the surviving corporation in accordance with this agreement, and the surviving corporation shall continue unaffected and unimpaired by the merger and shall possess all of the rights, privileges, powers, franchises, patents, trademarks, licenses, and registrations, and shall be subject to all the restrictions, disabilities, and duties of each of the constituent corporations so merged, and all and singular the rights, privileges, powers, franchises, patents, trademarks, licenses, and registrations of each of the constituent corporations; and all property, real, personal or mixed, and all debts due to either of the constituent corporations on whatever account as well for stock subscriptions as all other things in action or belonging to each of the constituent corporations shall be vested in the surviving corporation; and all debts, liabilities, and duties of the constituent corporations shall then attach to the surviving corporation and may be enforced against it to the same extent as if those debts, liabilities, and duties had been incurred or contracted by it.

4. The manner and basis of converting and exchanging the shares of Ray Carter, Inc. shall be as follows:

A. On the effective date all of the shares of common stock of Ray Carter, Inc. issued and outstanding immediately before the effective date, by virtue of the merger and without any action on the part of the holder of shares of Ray Carter, Inc. stock, shall be converted into and exchanged for twenty three (23) share of common stock of Ray Carter Auto Sales, Inc.

IN WITNESS WHEREOF the duly authorized officers of the constituent corporations Ray Carter, Inc. and Ray Carter Auto Sales, Inc., acting through their duly authorized officers, all parties to this agreement, on August 31, 1999, have signed this plan and agreement of merger.

Ray Carter, Inc.

Raymond H. Carter
President

Dorothy B. Carter
Secretary

and

Ray Carter Auto Sales, Inc.

Raymond H. Carter
President

Dorothy B. Carter
Secretary