



J91310

FILED
02 MAY 14 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 579252 80573A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 14, 2002

ORDER TIME : 12:21 PM

ORDER NO. : 579252-005

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-05/14/02--01051--020

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

CUSTOMER NO: 80573A

FILE 1ST**

CUSTOMER: Edward A. Millis, Esq
Millis & Jenkins
Suite 4
1414 West Granada Boulevard
Ormond Beach, FL 32174

ARTICLES OF MERGER

VOLUSIA SCHWINN, INC.

INTO

VOLUSIA SCHWINN AUTO SALES,
INC.

RECEIVED
02 MAY 14 PM 1:06
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

C. Coulliette MAY 31 2002

CONTACT PERSON: Susie Knight EX 1156
EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

VOLUSIA SCHWINN INC., a Florida corporation, 507126

INTO

VOLUSIA SCHWINN AUTO SALES, INC., a Florida entity, J91310

File date: May 14, 2002

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

File 1st

May 14, 2002

CSC
ATTN: SUSIE
TALLAHASSEE, FL

RESUBMIT
Please give original
submission date as file date.

SUBJECT: VOLUSIA SCHWINN AUTO SALES, INC.
Ref. Number: J91310

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

You need to clarify #(d) of paragraph #2. Do you have shareholder approval or was this not adopted by the shareholders? You say in the first paragraph that it was approved by the shareholders of both corporations.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 502A00030611

RECEIVED
02 MAY 31 AM 11:39
FLORIDA DEPARTMENT OF STATE

**ARTICLES OF MERGER OF
VOLUSIA SCHWINN, INC. WITH
VOLUSIA SCHWINN AUTO SALES, INC.**

FILED
02 MAY 14 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the approval of the Shareholders of VOLUSIA SCHWINN, INC. and VOLUSIA SCHWINN AUTO SALES, INC., as reflected on the attached "Plan of Merger of Volusia Schwinn, Inc. with Volusia Schwinn Auto Sales, Inc.", the undersigned President and Secretary of each corporation set forth the following:

(a) The names of the corporations, which are parties to this merger are:

1. Volusia Schwinn, Inc.
2. Volusia Schwinn Auto Sales, Inc.

The Surviving Corporation of this merger being VOLUSIA SCHWINN AUTO SALES, INC.

(b) The plan of merger reflecting the approval by Shareholders of the respective corporations is attached hereto and made a part hereof by reference.

(c) The date of adoption of the plan of merger by the Shareholders of each corporation, which is a party to this merger, is May 10, 2002.

(d) The plan of merger provides for an exchange, classification or cancellation of issued shares as is set forth in Article 7 of the attached plan of merger, which is incorporated herein by reference.

(e) Pursuant to F.S. Section 607.1101(3)(b), the date on which the merger shall be effective shall be June 30, 2002.

IN WITNESS WHEREOF, VOLUSIA SCHWINN, INC. and VOLUSIA SCHWINN AUTO SALES, INC., have caused these Articles of Merger to be signed by their respective Presidents and their respective Secretaries on the 10th day of May, 2002.

VOLUSIA SCHWINN, INC.

By: Richard Westfall
President

Attest: Judith A Westfall
Secretary

VOLUSIA SCHWINN AUTO
SALES, INC.

By: Richard Westfall
President

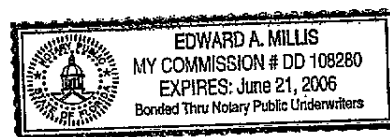
Attest: Judith A Westfall
Secretary

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 10th day of May, 2002 by Richard Lee Westfall and Judith A. Westfall, President and Secretary respectively of Volusia Schwinn, Inc., a Florida corporation, on behalf of the corporation


Notary Public
My Commission Expires:

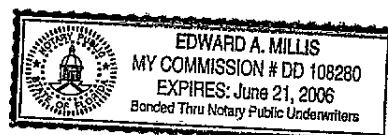


STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 10th day of May, 2002 by Richard Lee Westfall and Judith A. Westfall, President and Secretary respectively of Volusia Schwinn Auto Sales, Inc., a Florida corporation, on behalf of the corporation


Notary Public
My Commission Expires:



**PLAN OF MERGER OF VOLUSIA SCHWINN, INC.
WITH VOLUSIA SCHWINN AUTO SALES, INC.**

THIS PLAN OF MERGER adopted this 10th day of May, 2002, by and between VOLUSIA SCHWINN, INC. and VOLUSIA SCHWINN AUTO SALES, INC., hereinafter called the Surviving Corporation.

WITNESSETH:

WHEREAS, VOLUSIA SCHWINN, INC. was incorporated under the laws of the State of Florida on July 14, 1976 and the said Volusia Schwinn, Inc. has heretofore issued and now has outstanding 500 shares of common stock with a par value of \$5.00 per share; and

WHEREAS, VOLUSIA SCHWINN AUTO SALES, INC. was incorporated under the laws of the State of Florida on September 4, 1987, and the said VOLUSIA SCHWINN AUTO SALES, INC. has heretofore issued and now has outstanding 1000 shares of common stock with a par value of \$1.00 per share; and

WHEREAS, the corporations aforesaid are organized for the purpose of carrying on the same or similar businesses; and

WHEREAS, the said corporations are duly authorized and empowered to merge; and

WHEREAS, the respective Boards of Directors and Shareholders of said corporations, pursuant to a plan duly adopted by the Board of Directors and Shareholders of each of the said corporations, in the manner provided under Sections 607.1101 and 607.1103, Florida Statutes, deem it advisable for efficiency of management and generally for the advantage and welfare of said corporations and their several respective Shareholders, to merge the said VOLUSIA SCHWINN, INC., a Florida corporation, into VOLUSIA SCHWINN AUTO SALES, INC., a Florida corporation, pursuant to the laws of the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, provisions, covenants and grants herein contained, it is hereby agreed by and between the parties hereto, as follows:

1. Merger. That the said VOLUSIA SCHWINN, INC., a Florida corporation, shall be, and the same is hereby merged into VOLUSIA SCHWINN AUTO SALES, INC., a Florida corporation, which shall survive the merger and continue in existence under the name provided in paragraph 2. hereof, the said merger to become effective on the 30th day of June, 2002; and the parties hereto, by these presents do hereby prescribe the terms and conditions of said merger and the mode of carrying them into effect which the parties hereto do mutually and severally agree to observe, keep and perform.

The single corporation, which shall so survive the merger is hereinafter sometimes called the Surviving Corporation; VOLUSIA SCHWINN, INC. and VOLUSIA SCHWINN AUTO SALES, INC., are hereinafter sometimes called the Constituent Corporations; and the date and time when the Constituent Corporations shall merge and become the Surviving Corporation are hereinafter referred to as "the effective date of the merger".

2. Name and Purpose of Surviving Corporation. The name of the Surviving Corporation shall be VOLUSIA SCHWINN AUTO SALES, INC. The purpose for which the Surviving Corporation is formed and the nature of the business to be transacted by it, shall be as set forth in the Charter of Incorporation of VOLUSIA SCHWINN AUTO SALES, INC. on the effective date of the merger. A copy of the original certificate of incorporation of VOLUSIA SCHWINN AUTO SALES, INC. is on file with the Office of the Secretary of State.

3. Certificate of incorporation of Surviving Corporation. On the effective date of the merger, the Certificate of Incorporation of VOLUSIA SCHWINN AUTO SALES, INC. shall be the Certificate of incorporation of the Surviving Corporation until further amended, as provided by law.

4. By-Laws of Surviving Corporation. On the effective date of the merger, the By-Laws of VOLUSIA SCHWINN AUTO SALES, INC. shall be the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed, or until new By-Laws shall be adopted in accordance with the provisions thereof.

5. Directors and Officers of Surviving Corporation. The Board of Directors of the Surviving Corporation shall initially consist of two Directors, each of whom shall hold office until the annual meeting of the Shareholders of the Surviving Corporation to be held on the 1st day of July, 2002, and until their successors shall have been duly elected and shall have qualified, or until their earlier death, resignation, or removal. The respective names, places of residences, and addresses of such Directors are as follows:

<u>NAME</u>	<u>CITY OR TOWN OF RESIDENCE AND HOME POST OFFICE ADDRESS</u>
Richard Lee Westfall	2 Cypress View Trail Ormond Beach, FL 32174
Judith A. Westfall	2 Cypress View Trail Ormond Beach, FL 32174

The principal officers of the Surviving Corporation, each of whom shall hold office until his successor shall have been duly elected or appointed and shall have qualified or until his

earlier death, resignation, or removal, and their respective offices, places of residence and post offices addresses, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>CITY OR TOWN OF RESIDENCE AND HOME POST OFFICE ADDRESS</u>
President	Richard Lee Westfall	2 Cypress View Trail Ormond Beach, FL 32174
Vice President	Richard Lee Westfall	2 Cypress View Trail Ormond Beach, FL 32174
Secretary	Judith A. Westfall	2 Cypress View Trail Ormond Beach, FL 32174
Treasurer	Judith A. Westfall	2 Cypress View Trail Ormond Beach, FL 32174

The Surviving Corporation may have such other officers as shall be provided for in its By-Laws.

If on the effective date of the merger, a vacancy shall exist in the Board of Directors of the Surviving Corporation, or in any of the offices above specified by reason of the inability or failure of any of the above persons to accept a Directorship in the Surviving Corporation or the office to which he is designated, as the case may be, such vacancy may thereafter be filled in the manner provided by law or in the By-Laws of the Surviving Corporation.

6. Capital Stock of Surviving Corporation. On the effective date of the merger, the total amount of capital stock of the Surviving Corporation to be authorized, the number of shares into which the capital stock is to be divided and the par value of the shares are as follows:

"The maximum number of shares of stock of this corporation is authorized to have outstanding at any time is 2,000 shares of common stock of the par value of \$1.00 each, all of which shall be voting stock

of the same class, fully paid and non-assessable, to be sold under such conditions as the Board of Directors may provide.”

7. Conversion of Outstanding Securities on Merger. The manner and basis of converting the outstanding stock of the merged corporations into stock of the Surviving Corporation upon the effective date of the merger shall be as follows:

- (a) As to VOLUSIA SCHWINN, INC., the owners of the outstanding 500 shares of common stock, par value of \$5.00 per share, shall surrender same to the Surviving Corporation for cancellation and shall receive in exchange therefore 1000 shares of the common stock of the Surviving Corporation of the par value of \$1.00 per share, which stock shall be divided among the Shareholders of VOLUSIA SCHWINN, INC., pro-rata in proportion to their respective interests in the net worth of the merged corporations.

8. Effect of Merger. On the effective date of the merger, VOLUSIA SCHWINN, INC. and VOLUSIA SCHWINN AUTO SALES, INC. shall cease to exist separately and VOLUSIA SCHWINN, INC. shall be merged with and into VOLUSIA SCHWINN AUTO SALES, INC. in accordance with the provisions of this Agreement and in accordance with the provisions and requirements of Section 607.1106 Florida Statutes, as amended. As provided therein, on the effective date of the merger, the Surviving Corporation shall possess all of the rights, privileges, powers, franchises, and trust and fiduciary duties, powers and obligations, as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary rights powers, duties, and obligations, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due to either of the

Constituent Corporations on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, leases, contracts, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations; and the title of any real estate, whether vested by deed or otherwise, in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

9. Further Instruments. From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, VOLUSIA SCHWINN, INC. will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments; and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all its property, rights, privileges, powers, leases, contracts and franchises, and otherwise to carry out the intent and purpose of this Agreement.

10. Capital. On the effective date of the merger:

There will be issued and outstanding 2000 in capital of the Surviving Corporation, and there will be no unissued capital. All of the stock shall be of the par value of \$1.00 per share and all stock shall be voting stock of the same class.

11. Principal Offices. The location of the principal office of the Surviving Corporation shall be 2 Cypress View Trail, Ormond Beach, Florida 32174.

12. Abandonment of Merger. This Agreement may be terminated and the merger provided for hereby abandoned pursuant to Section 607.1103(9) Florida Statutes.

13. Right of Amendment. The Surviving Corporation hereby reserves the right to amend, alter, change or repeal any provision contained in its Charter of Incorporation, as from time to time amended, and any provision contained in this Agreement, in the manner now or hereafter prescribed by law or by such Charter of Incorporation, as from time to time amended; and all rights and powers of whatsoever nature, conferred in such Charter of Incorporation, as from time to time amended, or herein, upon any Stockholder or director, Officer, or any other person are subject to this reservation.

IN WITNESS WHEREOF, VOLUSIA SCHWINN, INC. and VOLUSIA SCHWINN AUTO SALES, INC. have caused this Agreement to be signed in their corporate names by their respective Presidents and their respective Secretaries under the seals of the corporations, and also by all of their respective Shareholders and all of their respective Boards of Directors, all as of the day and year first above written.

Shareholders

Richard Lee Westfall and Judith A. Westfall,
as Trustees of the Revocable Trust of
Richard Westfall dated 10/11/95

Judith A. Westfall and Richard Lee Westfall
As Trustees of the Revocable Trust of
Judith A. Westfall dated 10/11/95

Board of Directors

Richard Lee Westfall
Judith A. Westfall

CERTIFICATION

I HEREBY CERTIFY that at a special meeting of the Directors of VOLUSIA SCHWINN, INC., held at the offices of Millis & Jenkins, Esqs., 1414 W. Granada Blvd., Ormond Beach, Florida on May 10, 2002, notice of the time, place and purpose of such meeting having been duly waived by all Directors, the foregoing Plan of Merger was duly approved by unanimous vote of all Directors.

I FURTHER CERTIFY that at a special meeting of the Shareholders of VOLUSIA SCHWINN, INC. held at the offices of Millis & Jenkins, Esqs., 1414 W. Granada Blvd., Ormond Beach, Florida on May 10, 2002, notice of the time, place and purpose of such meeting having been duly given to all Shareholders, the foregoing Plan of merger was duly approved by unanimous vote of all Shareholders.

VOLUSIA SCHWINN, INC.

By: Richard Lee Westfall
President

Attest: Judith A. Westfall
Secretary

Shareholders

Richard Lee Westfall and Judith A. Westfall,
as Trustees of the Revocable Trust of
Richard Westfall dated 10/11/95

Judith A. Westfall and Richard Lee Westfall
As Trustees of the Revocable Trust of
Judith A. Westfall dated 10/11/95

Board of Directors

Richard Lee Westfall
Judith A. Westfall

CERTIFICATION

I HEREBY CERTIFY that at a special meeting of Directors of VOLUSIA SCHWINN AUTO SALES, INC. held at the offices of Millis & Jenkins, Esqs., 1414 W. Granada Blvd., Ormond Beach, Florida, on May 10, 2002, notice of the time, place and purpose of such meeting having been duly waived by all Directors, the foregoing Plan of Merger was duly approved by unanimous vote of all Directors.

I FURTHER CERTIFY that at a special meeting of the Shareholders of VOLUSIA SCHWINN AUTO SALES, INC. held at the offices of Millis & Jenkins, Esqs., 1414 W. Granada Blvd., Ormond Beach, Florida, on May 10, 2002, notice of the time, place and purpose of such meeting having been duly given to all Shareholders, the foregoing Plan of Merger was duly approved by unanimous vote of all Shareholders.

VOLUSIA SCHWINN AUTO
SALES, INC.

By: Judith A. Westfall
Secretary

(Corporate Seal)