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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

L00000000894

UNIVERSITY MOTORCARS, LLC

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ARTICLES OF MERGER
Merger Sheet

MERGING:

PRECISION TOYOTA, INC. A FLORIDA CORPORATION

INTO

UNIVERSITY MOTORCARS, LLC, a Florida entity, L00000000894

File date: January 28, 2000

Corporate Specialist: Agnes Lunt

ARTICLES OF MERGER
OF
UNIVERSITY MOTORCARS, LLC
AND
PRECISION TOYOTA, INC.

To the Secretary of State
of the State of Florida

The following Articles of Merger are executed for the purpose of merging PRECISION TOYOTA, INC., a Florida corporation (the "Merged Corporation"), into UNIVERSITY MOTORCARS, LLC, a Florida limited liability company (the "Surviving Company").

1. The Agreement and Plan of Merger is attached hereto as Exhibit "A" (the "Plan").

2. The Plan was approved by all the stockholders and directors of the Merged Corporation by a Joint Action by Written Consent on January 25, 2000.

3. The Plan was approved by all of the members and managers of the Surviving Company on January 25, 2000.

4. The effective date of the merger in the State of Florida herein provided shall be the date on which the Articles of Merger are filed with the Florida Secretary of State.

Executed on January 25, 2000.

UNIVERSITY MOTORCARS, LLC

By: Frank L. Morsani
Frank L. Morsani, President

"Surviving Company"

PRECISION TOYOTA, INC.

By: Frank L. Morsani
Frank L. Morsani, President

"Merged Corporation"

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Prepared by:
Cody W. Waters, Esq.
P.O. Box 1438, Tampa, Florida 33601
(813) 228-7411
Florida Bar No.: 48003
Fax Audit No.: H00000004477

Exhibit A.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is made this 25th day of January, 2000, between UNIVERSITY MOTORCARS, LLC, a Florida limited liability company ("Surviving Company") and PRECISION TOYOTA, INC., a Florida corporation ("Merged Corporation") (collectively called the "Merging Entities").

W I T N E S S E T H:

WHEREAS, the Articles of Organization of the Surviving Company were filed in the office of the Secretary of State of Florida on January 25th, 2000;

WHEREAS, Surviving Company by its Operating Agreement, on file with the Secretary of the Company has one class of membership interest;

WHEREAS, Merged Corporation, by its Certificate of Incorporation filed in the office of the Secretary of State of Florida on December 8, 1971 and amended on September 8, 1977, December 31, 1982, May 7, 1985 and August 12, 1988, has authorized 500,000 shares of \$0.01 par value Class A common capital stock, of which 183,159 shares are issued and outstanding on the date hereof and 500,000 shares of \$0.01 par value Class B common capital stock of which 20,351 shares are issued and outstanding (collectively "the Stock");

WHEREAS, Surviving Company and Merged Corporation are entities wholly owned by Precision Enterprises Tampa, Inc., a Florida corporation; and

WHEREAS, the board of directors and sole shareholder of the Merged Corporation and the managers and sole member of the Surviving Company have authorized and approved the merger of Merged Corporation into Surviving Company pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law.

NOW, THEREFORE, the merger of Merged Corporation into Surviving Company shall be accomplished as follows:

ARTICLE I
Merger

Merged Corporation shall be and hereby is merged into Surviving Company and Surviving Company shall and does hereby merge Merged Corporation into itself. Following the approval of this Plan by the shareholders of Merged Corporation and the members of Surviving Company, the officers of the Merging Entities shall cause the filing of Articles of Merger with the Secretary of the State of Florida, effective as of the date of filing (the "Effective Date").

ARTICLE II
Articles of Organization and Name

The Articles of Organization of the Surviving Company shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be University Motorcars, LLC.

ARTICLE III
Conversion of Shares and Membership Interests

Merging Entities are wholly owned entities of Precision Enterprises Tampa, Inc., a Florida corporation, therefore, all of the Stock shall be canceled and surrendered as a result of this merger and the currently outstanding certificate(s) representing a 100% interest in Surviving Company shall continue to represent a 100% interest in Surviving Company.

ARTICLE IV
Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing Operating Agreement (the "Operating Agreement") of Surviving Company shall remain in effect and unchanged as a result of this merger.

(b) The managers of Surviving Company as of the Effective Date shall remain as the managers of the Surviving Company after the merger. The name and business addresses of the managers are as follows:

Frank L. Morsani
15436 North Florida Avenue
Suite 103
Tampa, Florida 33613

Carol Morsani
15436 North Florida Avenue
Suite 103
Tampa, Florida 33613

(c) The officers of Surviving Company as of the Effective Date shall remain as the officers of Surviving Company.

(d) The Surviving Company shall pay all expenses incident to this merger.

(e) Prior to the Effective Date, neither Merging Entity shall issue, sell or issue rights to subscribe to any shares of stock or certificates representing membership interests.

(f) Prior to the Effective Date, neither Merging Entity shall incur any obligations not expressly contemplated by this Plan, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(g) Upon the Effective Date, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Company, in accordance with the provisions hereof and the laws of the State of Florida. After the merger, Surviving Company shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Corporation. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Corporation shall be vested in Surviving Company, and the title to any real estate, whether by deed or otherwise, vested in Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Corporation shall be preserved unimpaired. All debts, liabilities and duties of Merged Corporation shall thenceforth attach to Surviving Company and may be enforced against it to the same extent as if said debts,

liabilities and duties had been incurred or contracted by Surviving Company.

(h) Following the merger, Surviving Company shall cause a copy of this Plan, or such other documents as the officers of Surviving Company shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporation is situated.

(i) If, at any time, Surviving Company shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Company, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers and directors of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Company, and otherwise to carry out the purposes of this Plan.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their duly authorized officers as of the day and year first above-written.

UNIVERSITY MOTORCARS, LLC

By: FR Morsani
Frank L. Morsani, President

"Surviving Company"

PRECISION TOYOTA, INC.

By: FR Morsani
Frank L. Morsani, President

"Merged Corporation"