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## MERGER OR SHARE EXCHANGE

## AUTOMATED FUEL LLC

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AUTOMATED FUEL CORPORATION a Florida corporation P00000046305

INTO

**AUTOMATED FUEL LLC**, a Florida entity, L00000009336

File date: September 26, 2000

Corporate Specialist: Lee Rivers

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**ARTICLES OF MERGER****(Plan of Merger Attached)**

of

**AUTOMATED FUEL CORPORATION, a Florida corporation**

P-46305

with and into

**AUTOMATED FUEL LLC, a Florida limited liability company**

L-9336

Pursuant to the provisions of Section 607.1108 et al. of the Florida Business Corporation Act ("Florida Act"), and pursuant to the provisions of Section 608.4381 et al. of the Florida Limited Liability Company Act ("Florida LLC Act"), each of Automated Fuel Corporation, a Florida corporation (the "Merging Corporation") and Automated Fuel LLC, a Florida limited liability company (the "Surviving Company") adopts the following Articles of Merger (the "Articles") and certifies as follows:

1. Automated Fuel Corporation, 5371 N.W. 33<sup>rd</sup> Avenue, Suite 205, Ft. Lauderdale, FL 33309; FEI Number: Applied For; Florida Document Number: P00000046305.
2. Automated Fuel LLC, 5371 N.W. 33<sup>rd</sup> Avenue, Suite 205, Ft. Lauderdale, FL 33309; FEI Number: 65-1032193; Florida Document Number: L00000009336.
3. A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Corporation in accordance with Section 607.1108 of the Florida Act, and (ii) the Surviving Company in Section 608.4381 of the Florida LLC Act. The Plan provides for the merger (the "Merger") of the Merging Corporation into the Surviving Company, with the Surviving Company being the surviving entity in the Merger.
4. The Plan was (i) adopted by the Board of Directors, and approved by the shareholders of the Merging Corporation on June 30<sup>th</sup>, 2000, and (ii) adopted and approved by the members of the Surviving Company on August 25, 2000.
5. The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Florida Department of State.
6. The Surviving Company shall be responsible for the payment of all fees of the Merging Corporation and will be obligated to pay such fees if same are not timely paid.
7. The Merger is not prohibited by any regulation or the Articles of Organization of the Surviving Company.

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8. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

**IN WITNESS WHEREOF**, the parties hereto have caused these Articles of Merger to be executed this 28th day of August, 2000 by each of their duly authorized representatives.

**AUTOMATED FUEL CORPORATION**, as the  
Merging Corporation

By: Kingsley A. McCallum  
Kingsley A. McCallum  
Chief Executive Officer

**AUTOMATED FUEL LLC**, as the Surviving  
Company

By: Kingsley A. McCallum  
Kingsley A. McCallum  
Managing Member

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**EXHIBIT "A"****PLAN OF MERGER**

This Plan of Merger (the "Plan"), having been adopted on June 30, 2000 by Automated Fuel Corporation, a Florida corporation (the "Merging Corporation"), and on August 25, 2000 by Automated Fuel LLC, a Florida limited liability company (the "Surviving Company"), pertains to the merger of the Merging Corporation with and into the Surviving Company (the Merging Corporation and the Surviving Company shall be collectively referred to hereinafter as, the "Constituent Entities").

**RECITALS**

A. The Board of Directors and the Members (as hereinafter defined), as appropriate, of the Constituent Entities have determined that it is advisable and in the best interest of the Constituent Entities, and their shareholders and the Members, that the Merging Corporation be merged (the "Merger") with and into the Surviving Company on the terms and subject to the conditions set forth herein.

B. The Surviving Company was organized in the State of Florida on the 4th day of August, 2000 under the name Automated Fuel LLC; and is a limited liability company managed by one or more managers; and shall be the surviving limited liability company in the Merger.

C. The Merging Corporation was incorporated in the State of Florida on the 8<sup>th</sup> day of May, 2000 under the name Automated Fuel Corporation and shall be the merging corporation in the Merger.

D. The Merging Corporation has authorized one thousand (1,000) shares of common stock (the "Common Stock"), of which one thousand (1,000) shares of Common Stock are currently issued and outstanding. The issued and outstanding Common Stock of the Merging Corporation is the only shares of the capital stock of the Merging Corporation outstanding and entitled to vote on the Merger. The outstanding shares are held as follows:

1. Five hundred (500) shares of the Common Stock (the "McCallum Stock") to Kingsley A. McCallum; and
2. Five hundred (500) shares of the Common Stock (the "McCallum III Stock") to Kingsley A. McCallum, III.

E. The Surviving Company has authorized and has issued One Hundred percent (100%) of its Common and Preferred membership interests (collectively, the "Membership Interests") to the following members in the following units ("Units") where each Unit represents such members's interest in the Surviving Company:

1. Eighty-three and four tenths percent (83.4%) of the Common Membership Interests, representing 50 Common Units, and one hundred percent (100%) of the Preferred Membership Interests, representing 4 Preferred Units to Kingsley A. McCallum, for

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a total Membership Percentage Interest of eighty-four and four tenths percent (84.4%); and

2. Sixteen and six tenths percent (16.6%) of the Common Membership Interests, representing 10 Common Units, to Kingsley A. McCallum, III, for a total Membership Percentage Interest of fifteen and six tenths percent (15.6%).

#### **ARTICLE I** **The Merger**

At the Effective Time (as defined in Article III(A) hereof), the Merging Corporation shall be merged with and into the Surviving Company in accordance with the Florida Business Corporation Act (the "Florida Act") and the Florida Limited Liability Company Act (the "Florida LLC Act"), and the separate existence of the Merging Corporation shall cease and the Surviving Company shall thereafter continue as the surviving entity under the laws of the State of Florida.

1. At the Effective Time, the Limited Liability Company Agreement and Regulations of the Surviving Company, as in effect immediately prior to the Effective Time, shall be the Limited Liability Company Agreement and Regulations of the Surviving Company.

2. At the Effective Time, the managers of the Surviving Company shall be the managers of the Surviving Company until their successors are duly elected and have qualified.

#### **ARTICLE II** **Manner and Basis of Converting Ownership Interest and Other Rights**

At the Effective Time, the Common Stock shall be exchanged for Membership Interests in the following manner:

1. Kingsley A. McCallum shall exchange the McCallum Stock for eighty-three and four tenths percent (83.4%) of the Common Membership Interests and one hundred percent (100%) of the Preferred Membership Interests, representing a total of 54 Units or eighty-four and four tenths percent (84.4%) of the total Membership Percentage Interests in the Surviving Company; and
2. Kingsley A. McCallum, III shall exchange the McCallum III Stock for sixteen and six tenths percent (16.6%) of the Common Membership Interests, representing 10 Units in the Surviving Company or fifteen and six tenths percent (15.6%) of the total Membership Percentage Interests in the Surviving Company.

Other than as set forth above, there are no rights to acquire interests, shares, obligations or other securities of the Merging Corporation or any of its members to be converted into rights to acquire interests, shares, obligations, other securities, cash or other property, in whole or in part, of the Surviving Company.

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**ARTICLE III.**  
**Effect of Merger**

A. The effective time of the Merger (the "Effective Time") shall be the date on which the Articles of Merger are filed with the Florida Department of State.

B. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Corporation shall vest in the Surviving Company, and all debts, liabilities, duties and obligations of the Merging Corporation shall become liabilities and obligations of the Surviving Company.