

L98000001952



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 986495 10915A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ ~~25.00~~

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 PM 3:15

ORDER DATE : October 6, 1998

ORDER TIME : 3:04 PM

ORDER NO. : 986495-005

CUSTOMER NO: 10915A

500002657195--5

CUSTOMER: Peggy Adolphson, Legal Asst
Walker, Koegler & Dillingham
P. O. Box 676

Ponte Vedra Bea, FL 32004-0676

ARTICLES OF MERGER

*8 counts
opt
pvd*

AUTOSTAR INDUSTRIES, INC.

INTO

AUTOSTAR USA, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

*10/6/98
hjk*

RECEIVED
98 OCT -6 PM 4:09
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AUTOSTAR INDUSTRIES, INC., a Florida corporation (P97000072890)

INTO

AUTOSTAR USA, L.L.C., a Florida entity, L98000001952.

File date: October 6, 1998

Corporate Specialist: Buck Kohr

Account number: 072100000032

Account charged: 87.50

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DIVISION OF CORPORATIONS
98 OCT -6 PM 3: 15



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 7, 1998

DEBORAH SCHRODER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: AUTOSTAR USA, L.L.C.
Ref. Number: L98000001952

RESUBMIT

Please give original
submission date as file date.

RECEIVED
98 OCT -8 PM 12:00
DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
PM 3:15

We have received your document for AUTOSTAR USA, L.L.C. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The total amount required to file this merger will be \$87.50. (\$52.50 for the LLC plus \$35.00 for the corporation.) Please call or write to authorize us to change the amount on your cover sheet.

ALSO, we draw your attention to Article IV on Page 2. In the second paragraph, we aren't sure what you mean. We think that you meant to say "Articles of Organization" in the two places where you have "Articles of Incorporation."

ALSO, in Article IX on page 3, you refer to a "SURVIVING CORPORATION." As the corporation in this merger will NOT survive, you should substitute "SURVIVING ENTITY" or "SURVIVING LIMITED LIABILITY COMPANY."

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 498A00049933

ARTICLES AND PLAN OF MERGER
OF

AUTOSTAR USA, L.L.C.
(The Surviving Entity)

AND
AUTOSTAR INDUSTRIES, INC.

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L 98000001952

P97000072890

THESE ARTICLES AND PLAN OF MERGER are entered into this 30th day of September, 1998, between AUTOSTAR USA, L.L.C. a Florida limited liability company, hereinafter called "LLC" and AUTOSTAR INDUSTRIES, INC., a Florida corporation, hereinafter called "INC".

LLC and INC do hereby certify that such Articles and Plan of Merger were approved by the members of LLC entitled to vote on September 28, 1998 and approved by the shareholders of INC entitled to vote on September 28, 1998. The number of votes cast was sufficient for approval.

WHEREAS, the members and shareholders of LLC and INC, respectively, deem it advisable and generally to the advantage and welfare of the two business entities that INC merge with and into LLC under and pursuant to the provisions of Sections 607.1101, 607.1107 and 608.438 through 608.4382, Florida Statutes (1998);

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained herein and of the mutual benefits hereby provided, the undersigned limited liability company and corporation by the hands and seals of their respective Manager and Secretary, hereby agree and subscribe to the following Articles and Plan of Merger.

**Article I.
Merger.**

INC shall be and it hereby is merged with and into LLC.

**Article II.
Effective Date.**

The effective time and date of the merger shall be immediately upon compliance with the laws of the State of Florida, such time and effectiveness being hereinafter called the Effective Date.

**Article III.
Surviving Entity.**

LLC (sometimes called "Surviving Entity") shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of INC shall cease upon the Effective Date.

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**Article IV.
Articles of Organization.**

The Articles of Organization of LLC shall continue to be the Articles of Organization of the Surviving Entity following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Organization or herein upon any member or manager or officer of the Surviving Entity or upon any other person whomsoever are subject to this reserve power.

Such Articles of Organization shall constitute the Articles of Organization of LLC separate and apart from this Plan of Merger and may be separately certified as the Articles of Organization of LLC.

**Article V.
Further Assurances of Title.**

If any time LLC shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to LLC any right, title or interest of INC held immediately prior to the Effective Date or to complete any administrative or regulatory requirements related to the merger, INC and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in LLC or to complete such administrative or regulatory requirements as shall be necessary to carry out the purposes of these Articles and Plan of Merger and LLC and the proper officers and managers thereof of are fully authorized to take any and all such action in the name of INC or otherwise.

INC shall from time to time, as and when requested by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

**Article VI.
Retirement of INC's Outstanding Stock.**

Upon the Effective Date, each of the 3,750,000 shares of the Common Stock of INC presently issued and outstanding shall be retired, and no ownership interest in the Surviving Entity shall be issued in respect thereof.

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**Article VII.
Conversion of LLC's Outstanding Units**

Upon the Effective Date, each of the issued and outstanding units of membership interest in LLC and all rights in respect thereof shall remain issued and outstanding, and each membership certificate nominally representing units of LLC shall for all purposes be deemed to evidence the ownership of a like number of units of the Surviving Entity.

**Article VIII.
Managers.**

The management of the Surviving Entity is vested in its managers. The names and addresses of the managers are:

<u>Name</u>	<u>Address</u>
Christian Jenny	103-B North Lake Drive Ormond Beach, Florida 32174
James R. Johnson	103 Century 21 Drive, Suite 201 Jacksonville, Florida 32216
L. Gale Lemerand	103-B North Lake Drive Ormond Beach, Florida 32174
Padraic E. Mulvihill	103 Century 21 Drive, Suite 201 Jacksonville, Florida 32216
G. Larry Sims	Post Office Box 10506 Daytona Beach, Florida 32120

**Article IX.
Place of Business and Registered Address.**

The principal business office of the Surviving Entity and the registered office in the State of Florida are both located at 103 Century 21 Drive, Suite 201, Jacksonville, Florida 32216. The agent at such address is Padraic E. Mulvihill upon whom process against the Surviving Limited Liability Company may be serviced within the State of Florida.

**Article X.
Effect of Merger.**

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On the Effective Date of the merger, LLC shall possess all the rights, privileges, powers, franchises and trust and fiduciary duties, powers and obligations, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of both of the merging entities, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary duties, powers, and obligations, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of both LLC and INC, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary rights, powers, duties, and obligations, of both LLC and INC, and all property, real, personal, and mixed, and all debts due to either of the merging entities on whatever account, as well for stock subscriptions as all other things in action or belonging to both the Florida entities shall be vested in LLC; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of LLC as they were of the respective singular entity; and the title to any real estate, whether vested by deed or otherwise, in either LLC or INC 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 LLC or INC shall be preserved unimpaired and all debts, liabilities, and duties of the respective singular corporation shall thenceforth attach to LLC, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by LLC.

**Article XI.
Right of Termination.**

These Articles and Plan of Merger may be terminated and abandoned by action of the Board of Directors of INC at any time prior to the Effective Date, whether before or after approval by the shareholders of INC or the members of LLC.

IN WITNESS WHEREOF, pursuant to authority duly granted by the shareholders of INC and the members of LLC, the parties hereto have caused these Articles to be signed and sealed the day and year first above stated.

AUTOSTAR INDUSTRIES, INC.
a Florida corporation

By: Padraic E. Mulvihill
Padraic E. Mulvihill, Secretary

AUTOSTAR USA, L.L.C.
a Florida limited liability company

By: Padraic E. Mulvihill
Padraic E. Mulvihill, Manager, Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 PM 3:15

STATE OF FLORIDA)

COUNTY OF ST JOHNS)

The foregoing instrument was acknowledged before me this 30TH day of September, 1998, by Padraic E. Mulvihill, Secretary of AutoSTAR Industries, Inc., a Florida corporation, ☒ who is personally known to me or ☐ who has produced _____ as identification.

Randal C. Fairbanks

Notary Public, State of:

Printed or Stamped Name of Notary:

Notary's commission expires:



RANDAL C. FAIRBANKS
Comm. No. CC 645501
My Comm. Exp. Aug. 8, 2001
Bonded thru Pichard Ins. Agcy.

STATE OF FLORIDA)

COUNTY OF ST. JOHNS)

The foregoing instrument was acknowledged before me this 30TH day of September, 1998, by Padraic E. Mulvihill, Manager and Secretary of AutoSTAR USA, L.L.C., a Florida limited liability company, ☒ who is personally known to me or ☐ who has produced _____ as identification.

Randal C. Fairbanks

Notary Public, State of:

Printed or Stamped Name of Notary:

Notary's commission expires:



RANDAL C. FAIRBANKS
Comm. No. CC 645501
My Comm. Exp. Aug. 8, 2001
Bonded thru Pichard Ins. Agcy.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the AutoSTAR USA, L.L.C. as designated in these Articles, and being familiar with the duties and responsibilities as registered agent for said company, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By: Padraic E. Mulvihill

Padraic E. Mulvihill, Registered Agent

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