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MERGER OR SHARE EXCHANGE

SELECTRUCKS OF AMERICA LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 17, 2004

CT CORPORATION SYSTEM

SUBJECT: SELECTRUCES OF AMERICA LLC
REF: M01000001309

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must meet the requirements of section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

The plan of merger must contain the terms and conditions of the merger.

The plan of merger must contain the manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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) 245-6043.

Joey Bryan
Document SpecialistFAX Aud. #:
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Select Trucks of Tampa L.L.C.</u>	<u>Delaware</u>	<u>LLC</u>
<u>2701 N Vaughn Street, Suite 776</u>		
<u>Portland, OR 97210</u>		
Florida Document/Registration Number: <u>1196000000249</u>	FEI Number: <u>931209222</u>	
2. _____	_____	_____

Florida Document/Registration Number: _____	FEI Number: _____	
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4. _____	_____	_____

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(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
SelecTrucks of America LLC 2701 N Vaughn Street, Suite 776 Portland, OR 97210	Delaware	LLC

Florida Document/Registration Number: M01000001309 FEI Number: 93-1314297

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

AGREEMENT AND PLAN OF MERGER
SELECTRUCKS OF TAMPA L.L.C.
INTO
SELECTRUCKS OF AMERICA LLC

The parties to this Agreement and Plan of Merger are SelectTrucks of Tampa L.L.C. ("Center"), a Delaware limited liability company, and SelectTrucks of America, a Delaware limited liability company ("STA"). Center and STA hereby agree as follows:

1. Center shall merge with and into STA pursuant to the provisions of the Section 18-209 of the Delaware Limited Liability Company Act (the "Merger").
2. The Merger shall be effective as of the close of business on December 31, 2004 ("Effective Time of the Merger").
3. The separate existence of Center shall cease as of the Effective Time of the Merger.
4. STA shall continue its existence as a Delaware limited liability company and shall be the surviving entity in the Merger. The business address for both STA and its managing member is 2701 N. Vaughn Street, Suite 776, Portland, Oregon 97210. The name of STA's managing member is Freightliner Market Development Corporation.
5. In the Merger, the outstanding membership interest in Center shall be converted into \$0 and shall be cancelled and shall cease to exist.
6. Each of the parties, acting through its officers or through its sole member and the officers thereof, is hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents that shall be or become necessary, proper or convenient to carry out the Merger or put into effect any of the provisions of this Agreement and Plan of Merger.
7. Each party by its execution of this Agreement and Plan of Merger hereby certifies that this Agreement and Plan of Merger is hereby approved by all necessary action of its sole member and hereby adopts, approves, certifies and acknowledges this Agreement and Plan of Merger.

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