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April 26, 2000

Via Federal Express

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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-04/27/00--01071--014
*****78.75 *****78.75

Re: Merger of Miami World Parts, Inc.
and T & J New Pumps
Our File No. 00-6329

EXPIRATION DATE
4-28-00

Dear Sir or Madam:

Enclosed are the original and one (1) copy of Plan and Articles of Merger for the merger of T & J New Pumps, Inc. into Miami World Parts, Inc., both Florida corporations.

We would appreciate your filing the Plan and Articles of Merger and sending us a certified copy with the applicable filing information in the enclosed self addressed stamped envelope. We are enclosing our firm's check in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars to cover to following costs:

Filing Fee for 2 corporations	\$70.00
Certified Copy	8.75

Total \$78.75

Thank you for your prompt attention to this matter.

Very truly yours,

Juan E. Rodriguez
Juan E. Rodriguez

JER/td
Encl. (as stated)
cc: Miami World Parts, Inc.

FILED
00 APR 27 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS MAY 4 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

T&J NEW PUMPS, INC., a Florida corporation, M70406.

INTO

MIAMI WORLD PARTS, INC., a Florida entity, M64911

File date: April 27, 2000, effective April 28, 2000

Corporate Specialist: Thelma Lewis

PLAN AND ARTICLES OF MERGER

THIS AGREEMENT is made and entered into this 24th day of April, 2000, by and among Miami World Parts, Inc., a Florida corporation, ("Miami World") and T&J New Pumps, Inc., a Florida corporation, ("T&J") and constitutes the Plan and Articles of Merger for such corporations. Miami World and T&J are sometimes collectively referred to in this Agreement as the "Constituent Corporations" or are referred to individually as a "Constituent Corporation".

W I T N E S S E T H:

EFFECTIVE DATE
4-28-00

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable to the welfare of the Constituent Corporations and their respective stockholders that T&J be merged with and into Miami World, and that Miami World merge T&J with and into itself, as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, Miami World, by its Articles of Incorporation, which is filed with the Secretary of State of the State of Florida, has an authorized capitalization of ten thousand (10,000) shares of common stock, having \$1.00 par value, of which one hundred (100) shares of common stock are now issued and outstanding; and

WHEREAS, T&J, by its Articles of Incorporation, which is filed with the Secretary of State of the State of Florida, has an authorized capitalization of ten thousand (10,000) shares of common stock, par value \$1.00 per share, of which one hundred (100) shares

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TALLAHASSEE, FLORIDA

of common stock are now issued and outstanding.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors and stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that T&J merge with and into Miami World and that Miami World merge T&J with and into itself pursuant to the provisions of the laws of the State of Florida and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Plan and Articles of Merger:

ARTICLE I

T&J shall be, and it hereby is, merged with and into Miami World and Miami World shall, and it hereby does, merge T&J with and into itself. Miami World shall be the surviving corporation in the merger (the "Surviving Corporation") and shall be governed by the laws of the State of Florida, which state shall be its domicile.

ARTICLE II

(a) In connection with the merger, the existing Articles of Incorporation of Miami World will not be amended.

ARTICLE III

The manner and the basis of converting the outstanding shares of capital stock of T&J into the stock of the Surviving Corporation in the merger, on the basis of fair values assigned to said outstanding shares, shall be as follows:

(a) Upon the effectiveness of the member, each issued and

outstanding share of the capital stock of the T&J shall by virtue of the merger and without further action on the part of the holder thereof be converted into securities of the Surviving Corporation.

Shares of Capital Stock of
Constituent Corporations
Outstanding Prior to Merger

Converted Into
Common Stock of The
Surviving Corporation

T&J	- 100 shares	100 shares
Miami World	- 100 shares	100 shares

(b) As soon as practical after the effective date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of T&J shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefore a certificate or certificates representing the aggregate number of shares of the stock of the Surviving Corporation into which such shares of the capital stock of the Constituent Corporations shall have been converted pursuant to this Article.

ARTICLE IV

The terms and conditions of the merger are as follows:

(a) Until altered, amended, changed or repealed, the Articles of Incorporation of Miami World shall be the Articles of Incorporation of the Surviving Corporation in the merger.

(b) Until altered, amended or repealed as provided therein, the by-laws of Miami World in effect on the effective date of the merger shall be the by-laws of the Surviving Corporation.

(c) The officers and directors of the Surviving Corporation on the effective date of the merger shall be and remain the officers and directors of the Surviving Corporation and shall

hold their respective offices until their respective successors shall have been elected and qualified, unless they earlier die, resign or are removed.

(d) The Surviving Corporation shall pay all expenses of carrying this Agreement into effect and of accomplishing the merger.

(e) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of T&J, the proper officers and directors of T&J shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE V

(a) This Agreement and the merger contemplated by it were approved and adopted by resolutions of the Boards of Directors of T&J and Miami World by the unanimous written consent of all directors of such corporations on April 24, 2000, and by the unanimous written consent of all shareholders of T&J and Miami World on April 24, 2000.

(b) After approval by the Boards of Directors of T&J, this Agreement and the merger contemplated by it were duly approved by the written consent of all the stockholders of T&J on April 24,

2000.

(c) Upon the approval of this Agreement by the Department of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, the merger shall be effective immediately after the close of business on April 28, 2000.

IN WITNESS WHEREOF, the parties have cause this Agreement to be executed and acknowledged in accordance with the laws of the State of Florida and their respective corporate seals affixed hereto.

Miami World Parts, Inc.,
a Florida corporation

(SEAL)

By: Eloy Quevedo
Eloy Quevedo, President

Attest: Tara Cevallos
Tara Cevallos, Secretary

T&J New Pumps, Inc., a Florida
corporation

(SEAL)

By: Eloy Quevedo
Eloy Quevedo, President

Attest: Tara Cevallos
Tara Cevallos, Secretary