

1199000000257

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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Attn: Jeff Netherton

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03/17/99-01068-022
****140.00 ****140.00

CORPORATION(S) NAME

The Copher Company (FL) merging with and into:
Greenleaf Acquisitions, LLC (DE)

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input checked="" type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

99 MAR 7 PM 10

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MAR 11 1999
Name
Availability 1199-257
Document
Examiner 3/17
Updater
Verifier
Acknowledgement
W.P. Verifier

03/17/99

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>The Copher Company</u>	<u>Florida</u>	<u>Corporation</u>

5015 22nd Street Cswy

Tampa, FL 33619

Florida Document/Registration Number: 632405

FEI Number: 59-1921699

2. Greenleaf Acquisitions, LLC

Delaware

LLC

The American Road

Dearborn, Michigan 48121

Florida Document/Registration Number: M99000000257

FEI Number: 38-3454720

3.

Florida Document/Registration Number: _____

FEI Number: _____

4.

Florida Document/Registration Number: _____

FEI Number: _____

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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>
Greenleaf Acquisitions, LLC	Delaware	LLC
The American Road		
Dearborn, Michigan 48121		

Florida Document/Registration Number: M99000000257 FEI Number: 38-3454720

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.

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The Copher Company	Florida
Greenleaf Acquisitions, LLC	Delaware

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Greenleaf Acquisitions, LLC	Delaware

THIRD: The terms and conditions of the merger are as follows:

Upon filing of the Articles of Merger, the Corporation shall cease to be a going concern and all of its assets and liabilities shall become assets and liabilities of the Survivor.

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(Attach additional sheet(s) if necessary)

FOURTH:

- A. 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 are as follows:

Effect on Stock. At the effective time of the Merger, each share of common stock of the Corporation issued and outstanding at the effective time of the Merger, by virtue of the Merger and without any action on the part of the holder of such stock of the Corporation, shall no longer be outstanding and shall be cancelled and retired and cease to exist without any consideration, and shall not be converted into ownership interests of the Survivor or the right to receive cash or any other consideration.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Effect on Membership Interest. At the effective time of the Merger, each member of the Survivor shall continue to be a member of the Survivor with the same rights and ownership interests as immediately before the effective time of the Merger.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows: N/A

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Phil Horlock	The American Road, Dearborn, MI 48121
Susan Tarpley	The American Road, Dearborn, MI 48121
Anne Stevens	The American Road, Dearborn, MI 48121
David Peace	The American Road, Dearborn, MI 48121

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See attached Rider.

EIGHTH: Other provisions, if any, relating to the merger: N/A

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(Attach additional sheet(s) if necessary)

RIDER to Articles of Merger
CERTIFICATE OF MERGER
OF
THE COPHER COMPANY
INTO
GREENLEAF ACQUISITIONS, LLC

The undersigned limited liability company

DOES HEREBY CERTIFY:

FIRST: That the names and states of formation of each of the constituent companies of the merger are as follows:

NAME	STATE OF INCORPORATION
The Copher Company	Florida
Greenleaf Acquisitions, LLC	Delaware

SECOND: That the Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent companies in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: That the name of the surviving company of the merger is Greenleaf Acquisitions, LLC, a Delaware limited liability company.

FOURTH: That the Certificate of Formation of Greenleaf Acquisitions, LLC, a Delaware limited liability company, which is the surviving company, shall continue in full force and effect as the Certificate of Formation of the surviving company.

FIFTH: That the Agreement and Plan of Merger is on file at the principal place of business of the surviving company, the address of which is The American Road, Deaborn, Michigan 48121.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder or member of any constituent company.

SEVENTH: That this Certificate of Merger shall be effective upon filing.

Dated: March __, 1999.

GREENLEAF ACQUISITIONS, LLC,
a Delaware limited liability company
By: Ford Motor Company, a Delaware corporation
Its: Member

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ARTICLES OF MERGER
Merger Sheet

MERGING:

THE COPHER COMPANY, A FLORIDA CORPORATION

,

INTO

GREENLEAF ACQUISITIONS, LLC, a Delaware corporation, M99000000257

File date: March 17, 1999

Corporate Specialist: Tammi Cline