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MERGER OR SHARE EXCHANGE

AMERICAN MOTORCYCLE COMPANY

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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICAN MOTORCYCLE COMPANY, a Delaware corporation, not qualified in
Florida

INTO

AMERICAN MOTORCYCLE COMPANY, a Florida entity, P00000075269

File date: August 25, 2000

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER
OF
AMERICAN MOTORCYCLE COMPANY (a Delaware corporation)
into
AMERICAN MOTORCYCLE COMPANY (a Florida corporation)**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** AMERICAN MOTORCYCLE COMPANY, a Delaware corporation ("Delaware") shall be merged with and into AMERICAN MOTORCYCLE COMPANY, a Florida corporation, ("Florida"), (Delaware and Florida collectively referred to herein as the "Constituent Corporations") (the "Merger"), and Florida shall be the surviving corporation (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred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 Incorporation of the Surviving Corporation, shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from these Articles of Merger. The name of the Surviving Corporation shall be: AMERICAN MOTORCYCLE COMPANY.

3. **Succession.** On the Effective Date, Florida shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Delaware, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Transfer of Assets And Liabilities.** On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of each of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation, subject to all of the disabilities, duties and restrictions of or upon each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of the Constituent Corporations; and all property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to each of the Constituent Corporations on whatever account, and all things in action or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of the Constituent Corporations and of their

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shareholders, directors and officers shall not be affected and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place except as they may be modified with the consent of such creditors, and all debts, liabilities and duties of or upon each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

5. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of Delaware's common stock, shall be converted into the right to receive the consideration set forth in Section 1 of the Merger Agreement between American Quantum Cycles, Inc., a Florida corporation, and American Motorcycle Company, a Delaware corporation.

SECOND: The Effective Date of the merger is August 18, 2000.

THIRD: The plan of merger was adopted by the directors and shareholders of Florida on the 18th day of August, 2000 and was adopted by the directors and shareholders of Delaware on the 18 day of August, 2000.

6. **Directors.** The members of the Board of Directors of Florida immediately following the Effective Date shall be Richard Hagen and Murray Smith following the Effective Date.

Signed this 18th day of August, 2000.

AMERICAN MOTORCYCLE COMPANY,
a Delaware corporation

By: 

Murray Smith, President

AMERICAN MOTORCYCLE COMPANY,
a Florida corporation

By: 

Richard Hagen, President