

P00000079328



ACCOUNT NO. : 072100000032

REFERENCE : 808343 121049A

AUTHORIZATION :

Patricia Rigg

COST LIMIT : \$ 78.75

FILED
00 AUG 23 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 23, 2000

ORDER TIME : 11:57 AM

ORDER NO. : 808343-005

CUSTOMER NO: 121049A

CUSTOMER: Ms. Marla Mayster
Akerman Senterfitt & Eidson,
Suite 1600
350 East Las Olas Boulevard
Fort Lauderdale, FL 33301

300003369973--4

ARTICLES OF MERGER

HARLEY-WEST INVESTMENTS, INC.

INTO

HARLEY-EAST INVESTMENTS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

G. COULLETTE AUG 23 2000

RECEIVED
00 AUG 23 PM 12:54
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

HARLEY-WEST INVESTMENTS, INC., a Nevada corporation, P00000079328

INTO

HARLEY-EAST INVESTMENTS, INC., a Florida entity, P00000079328

File date: August 23, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

ARTICLES OF MERGER
OF
HARLEY-WEST INVESTMENTS, INC.
(a Nevada corporation)
WITH AND INTO
HARLEY-EAST INVESTMENTS, INC.
(a Florida corporation)


FILED
00 AUG 23 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), **HARLEY-WEST INVESTMENTS, INC.**, a Nevada corporation, and **HARLEY-EAST INVESTMENTS, INC.**, a Florida corporation, hereby execute and adopt the following Articles of Merger as of **AUGUST 23**, 2000 and certify as follows:

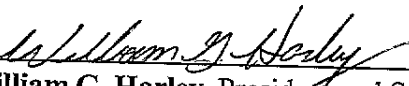
1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are **HARLEY-WEST INVESTMENTS, INC.** and **HARLEY-EAST INVESTMENTS, INC.** **HARLEY-EAST INVESTMENTS, INC.** is the surviving corporation in the Merger.
2. A copy of the Plan of Merger is attached hereto as Exhibit "A" and is incorporated herein by reference as if fully set forth herein.
3. The Plan of Merger was approved by the Board of Directors and the shareholders of each corporation on **AUGUST 23**, 2000.
4. The effective date of the Merger shall be the date of filing of these Articles of Merger with the Department of State of the State of Florida in accordance with Sections 607.1105 and 607.1106 of the Act.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of the date first above written.

HARLEY-WEST INVESTMENTS, INC.

By: 
William G. Harley, President and Secretary

HARLEY-EAST INVESTMENTS, INC.

By: 
William G. Harley, President and Secretary

PLAN OF MERGER

Plan of Merger (this "Plan") for the merger of Harley-West Investments, Inc., a Nevada corporation ("HW") with and into Harley-East Investments, Inc., a Florida corporation ("HE").

RECITALS

The shareholders and the board of directors of HE and the board of directors and shareholders of HW have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that HW be merged with and into HE on the terms and subject to the conditions set forth herein (the "Merger") .

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), HW shall be merged with and into HE in accordance with the Law of the State of Nevada and the Florida Business Corporation Act, and the separate existence of HW shall cease and HE shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

A. At the Effective Time, the certificate of incorporation of HE, as in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the Surviving Corporation, and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

B. At the Effective Time, the bylaws of HE, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

C. At the Effective Time, the officers and directors of HE in office at the Effective Time shall be the officers and directors of the Surviving Corporation, all of whom shall hold their offices and directorships until their respective successors have been elected and qualified or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

ARTICLE III

Manner and Basis of Converting Shares

A. At the Effective Time, each share of common stock of HW, \$.01 par value per share (the "HW Voting Common Stock"), issued and outstanding immediately prior to the Effective Time (other than shares of HW Voting Common Stock held in treasury), by virtue of the Merger and without any action on the part of the holder thereof, shall be converted into the right to receive one (1) share of voting common stock, \$.01 par value per share, of HE; and each share of non-voting common stock of HW, \$.01 par value per share (the "HW Non-voting Common Stock"), issued and outstanding immediately prior to the Effective Time (other than shares of HW Non-voting Common Stock held in treasury), by virtue of the Merger and without any action on the part of the holder thereof, shall be converted into the right to receive one (1) share of non-voting common stock, \$.01 par value per share, of HE.

B. At the Effective Time, each share of HW Voting Common Stock and HW Non-voting Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of HW and HE shall vest in the Surviving Corporation, and all liabilities and obligations of HW and HE shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Time

As used in this Plan, the term "Effective Time" shall mean the date of filing of the Articles of Merger with the Department of State of the State of Florida.

[END OF DOCUMENT]