

SENT BY:
Division of Corporations

12-29- 0 ; 16:21 ; ZIMMERMAN LAW FIRM-> Fl Dept of State:# 1/ 8

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P000000101330 Our file # 422-8
Bradshaw / General

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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((H00000067525 6)))

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To:
Division of Corporations
Fax Number : (850) 922-4000

From:
Account Name : ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.
Account Number : I19990000006
Phone : (407) 425-7010
Fax Number : (407) 425-2747

MERGER OR SHARE EXCHANGE

BRADSHAW INDUSTRIES, INC.

see attached letter

Certificate of Status	0
Certified Copy	0
Page Count	2408
Estimated Charge	\$140.00

EFFECTIVE DATE
1/1/01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 29 PM 4: 58

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DIVISION OF CORPORATIONS

*Backdate
to 12/29/00*

merger

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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

CEW SALES & LEASING, INC., a Florida corp., P94000013949
FLORIDA TRUCK SALES, INC., a Florida corp., P990000067538
FLORIDA FLEET, INC., a Florida corp., P94000017774

INTO

BRADSHAW INDUSTRIES, INC., a Florida entity, P00000101330.

File date: December 29, 2000 , effective January 1, 2001

Corporate Specialist: Susan Payne

SENT BY:

12-29-00 : 16:22 : ZIMMERMAN LAW FIRM

Fl Dept of State;# 2/ 8



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 29, 2000

BRADSHAW INDUSTRIES, INC.
22051 N. O'BRIEN ROAD
HOWIE-IN-THE-HILLS, FL 34737

SUBJECT: BRADSHAW INDUSTRIES, INC.
REF: P00000101330

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 you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

The plan of merger should be included or attached to the merger.

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) 487-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H00000067525
Letter Number: 000A00064951

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

JANUARY 3, 2001

BRADSHAW INDUSTRIES, INC.
22051 N. O'BRIEN ROAD
HOWIE-IN-THE-HILLS, FL 34737

SUBJECT: BRADSHAW INDUSTRIES, INC.
REF: P00000101330

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER, THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING CORRECTIONS AND REFAH THE COMPLETE DOCUMENT, INCLUDING THE ELECTRONIC FILING COVER SHEET.

THE ARTICLES OF MERGER YOU SUBMITTED WERE PREPARED IN COMPLIANCE WITH SECTION 607.1109, FLORIDA STATUTES. ARTICLES OF MERGER BETWEEN TWO OR MORE DOMESTIC PROFIT CORPORATIONS ARE FILED PURSUANT TO SECTION 607.1105, FLORIDA STATUTES.

PLEASE CORRECT YOUR DOCUMENT TO REFLECT THAT IT IS FILED PURSUANT TO THE CORRECT STATUTE NUMBER.

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) 487-6880.

KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H00000067525
LETTER NUMBER: 801A00000166

Division of Corporations

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Bradshaw / GeneralFlorida Department of State
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DIVISION OF CORPORATIONS

To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.
Account Number : I19990000006
Phone : (407) 425-7010
Fax Number : (407) 425-2747

MERGER OR SHARE EXCHANGE

BRADSHAW INDUSTRIES, INC.

Attention: Susan Payne From: Darby Stine

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$140.00

Effective 12:01 AM on January 1, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
CEW SALES & LEASING, INC.,
FLORIDA TRUCK SALES, INC.,
AND FLORIDA FLEET, INC.,
WITH AND INTO BRADSHAW INDUSTRIES, INC.

EFFECTIVE DATE
1/1/01

The following ARTICLES OF MERGER are being submitted in accordance with section 607.1105,
Florida Statutes.

FIRST: The undersigned corporations do hereby agree and adopt the following Articles of
Merger for the purpose of merging with and into BRADSHAW INDUSTRIES, INC.
a Florida corporation:

1. **CEW SALES & LEASING, INC.**
22051 N. O'BRIEN RD
HOWEY-IN-THE-HILLS FL 34737

Jurisdiction:	Florida
Florida Document/Registration Number:	P94000013949
Entity Type:	Profit Corporation
FEI Number:	593358339

2. **FLORIDA TRUCK SALES, INC.**
22051 N. O'BRIEN RD
HOWEY-IN-THE-HILLS FL 34737

Jurisdiction:	Florida
Florida Document/Registration Number:	P99000067538
Entity Type:	Profit Corporation
FEI Number:	None

3. **FLORIDA FLEET, INC.**
2905 S. ORANGE BLOSSOM TRAIL
ORLANDO FL 32805 US

Jurisdiction:	Florida
Florida Document/Registration Number:	P94000017774
Entity Type:	Profit Corporation
FEI Number:	593227735

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SECOND: The undersigned does hereby agree and adopt the following Articles of Merger for the purpose of remaining the surviving entity as a result of the merger with the above referenced corporations in part FIRST of this ARTICLES OF MERGER.

BRADSHAW INDUSTRIES, INC.
22051 N. O'BRIEN ROAD
HOWEY-IN-THE-HILLS FL 34737

Jurisdiction:	Florida
Florida Document/Registration Number:	P00000101330
Entity Type:	Profit Corporation
FBI Number:	Applied For

THIRD: The attached PLAN OF MERGER meets the requirements of section 607.1108, Florida Statutes, and was approved by each domestic corporation party to the merger in accordance with Chapter 607, Florida Statutes.

FOURTH: The Board of Directors for each of the four (4) corporations involved in this merger, CEW SALES & LEASING, INC., FLORIDA TRUCK SALES, INC., FLORIDA FLEET, INC., and BRADSHAW INDUSTRIES, INC., approved and adopted the Agreement and Plan of Merger on the 20th day of December, 2000 and directed that such document be submitted to a vote of their shareholders.

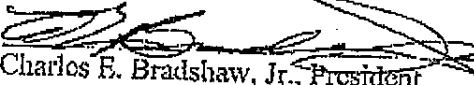
FIFTH: All of the shares of each of the corporations involved in this merger, CEW SALES & LEASING, INC., FLORIDA TRUCK SALES, INC., FLORIDA FLEET, INC., and BRADSHAW INDUSTRIES, INC., are owned individually by Charles E. Bradshaw, Jr. In his capacity as sole shareholder of each of the aforementioned four (4) corporations, Charles E. Bradshaw voted for the approval and adoption of the Agreement and Plan of Merger on December 20, 2000.

The merger pursuant to these ARTICLES OF MERGER shall become effective at 12:01 AM on January 1, 2001.

IN WITNESS WHEREOF, the undersigned corporations hereby make and file these Articles of Merger declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 20th day of December, 2000.


MERGING CORPORATIONS:

FLORIDA TRUCK SALES, INC.

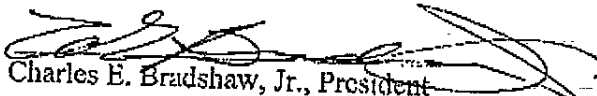

Charles E. Bradshaw, Jr., President

SURVIVING CORPORATION:

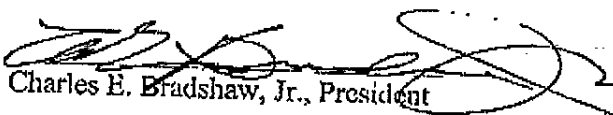
BRADSHAW INDUSTRIES, INC.


Charles E. Bradshaw, Jr., President

CEW SALES & LEASING, INC.


Charles E. Bradshaw, Jr., President

FLORIDA FLEET, INC.


Charles E. Bradshaw, Jr., President

((H00000067525 6)))

**AGREEMENT AND PLAN OF MERGER OF
CEW SALES & LEASING, INC., FLORIDA TRUCK SALES, INC., AND
FLORIDA FLEET, INC.,
WITH AND INTO BRADSHAW INDUSTRIES, INC.**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 20th day of December, 2000, by and between **CEW SALES & LEASING, INC.**, a Florida Corporation, **FLORIDA TRUCK SALES, INC.**, a Florida Corporation, and **FLORIDA FLEET, INC.**, a Florida Corporation (hereinafter referred to collectively as the "Merging Corporations"), and **BRADSHAW INDUSTRIES, INC.**, a Florida Corporation, (hereinafter referred to as the "Surviving Corporation"), said four (4) corporations hereinafter referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the Board of Directors and the Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that the Merging Corporations be merged with and into the Surviving Corporation, under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Constituent Corporations agree as follows:

**ARTICLE I
TERMS OF MERGER**

The Merging Corporations shall be merged with and into the Surviving Corporation. The corporation surviving after the merger shall be the Surviving Corporation, and the separate corporate existence of the Merging Corporations shall cease as of the effective date of this Agreement and Plan of Merger. The Surviving Corporation shall retain the name of "Bradshaw Industries, Inc." after the merger. As of the effective date of this Agreement and Plan of Merger, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises of each of the Merging Corporations, of a public as well as private nature, and all property, real, personal or otherwise, of the Merging Corporations, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

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**ARTICLE II
CHARTER AND BYLAWS;
DIRECTORS AND OFFICERS**

The Articles of Incorporations and the By-Laws of the Surviving Corporation, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation and the By-Laws of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation or By-Laws shall be affected by the merger hereunder. The persons who are the directors and officers of the Surviving Corporation immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and shareholders of the Surviving Corporation without change, subject to the provisions of the Articles of Incorporation and By-Laws of the Surviving Corporation and the laws of the State of Florida.

**ARTICLE III
CONVERSION OF SHARES**

The Merging Corporations shall surrender, and the Surviving Corporation shall cancel, all of the shares outstanding of the Merging Corporations; provided however, the Constituent Corporations agree that the issued and outstanding certificates representing all of the shares of the Surviving Corporation shall remain and shall not be affected by the merger under this Agreement and Plan of Merger.


**ARTICLE IV
EFFECTIVE DATE**

The merger hereunder shall be effective as of January 1, 2001, or if later, upon the date of filing of this Agreement and Plan of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed on the day and date first above written.

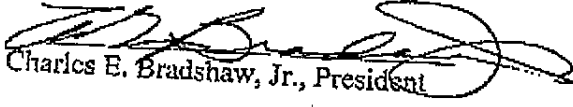
MERGING CORPORATIONS:

CEW SALES & LEASING, INC.

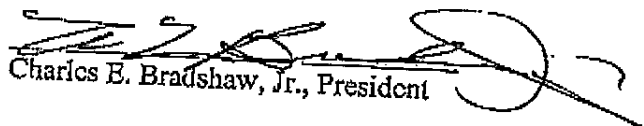

Charles E. Bradshaw, Jr., President

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FLORIDA TRUCK SALES, INC.

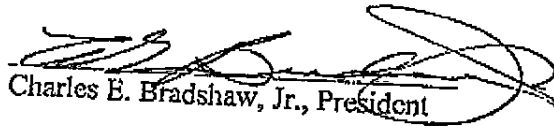

Charles E. Bradshaw, Jr., President

FLORIDA FLEET, INC.


Charles E. Bradshaw, Jr., President

SURVIVING CORPORATION:

BRADSHAW INDUSTRIES, INC.


Charles E. Bradshaw, Jr., President