

P00000/110245

Chart Number Only

3/22/01

Myron M. Samole

Requestor's Name

4700 S. Dixie Hwy, #1030

Address

Miami, FL 33156

City

State

ZIP

Phone

(305)670-5070A

VALIDATION ONLY

700003907177--7

-03/28/01--01017--004

*****25.00 *****25.00

700003907177--7

-03/23/01--01027--002

*****35.00 *****35.00

CORPORATION(S) NAME

Autofuse INC. P-110245

() Profit
() NonProfit

() Amendment

(X) Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent

() Certified Copy

() Photo Copies

() Certificate Under Seal

(X) Call When Ready

() Call If Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

() Mail Out

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 23 AM 9:07
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Examiner
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Verifier
Acknowledgment
W.P. Verifier

LLC 25
INC 35

40

3-28-01

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AUTOFUSE, L.L.C., A FLORIDA ENTITY, L00000004895

INTO

AUTOFUSE, INC., a Florida entity, P00000110245.

File date: March 28, 2001

Corporate Specialist: Trevor Brumbley



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 23, 2001

EMPIRE

SUBJECT: AUTOFUSE, INC.
Ref. Number: P00000110245

We have received your document for AUTOFUSE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee for this merger is \$60. Please submit a check for the additional \$25 due.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 801A00017796

01/20/2001
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DIVISION OF CORPORATIONS

ARTICLES AND PLAN OF MERGER

THESE ARTICLES AND PLAN OF MERGER (the "Agreement"), dated March 16, 2001, is made by and between Autofuse, Inc., a Florida corporation, and Autofuse, L.L.C., a Florida limited liability company, as adopted by the unanimous vote of the shareholders and directors of Autofuse, Inc. and Autofuse, L.L.C. on March 16, 2001.

WITNESSETH:

WHEREAS, the parties desire that Autofuse, L.L.C. be merged with and into Autofuse, Inc., with Autofuse, Inc. being the survivor corporation, in accordance with Section 607.1101 of the Florida Business Corporation Act in a transaction intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below), Autofuse, L.L.C., shall be merged with and into Autofuse, Inc., the separate and corporate existence of Autofuse, L.L.C. shall cease, and Autofuse, Inc. shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). (Autofuse, Inc. and Autofuse, L.L.C. are collectively referred to as the "Constituent Entities".) (The foregoing hereinafter referred to as the "Merger".)

2. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Time").

3. The Surviving Corporation 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.

4. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate or intellectual rights vested in either of Constituent Entities shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Entities, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger, and without any action on the part of

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TALLAHASSEE, FLORIDA


the parties or otherwise:

- (a) Each issued and outstanding share or interest of Autofuse, L.L.C. shall be canceled without payment of any consideration and without any conversion of same into shares of Autofuse, Inc. or any other entity; and
- (b) Each issued and outstanding share of capital stock of Autofuse, Inc. shall remain the same.

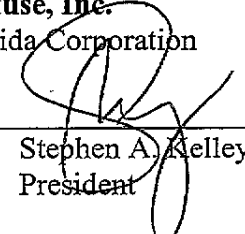
6. The Articles of Incorporation of Autofuse, Inc. in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

SURVIVING CORPORATION:

Attested:


By: 
Print Name: Marc E. Combs
Secretary

Autofuse, Inc.
a Florida Corporation

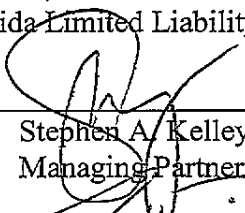
By: 
Stephen A. Kelley, Jr.
President

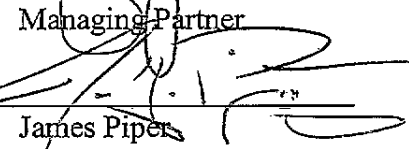
MERGING ENTITY:


Attested:

By: 
Print Name: Marc E. Combs
Secretary

Autofuse, L.L.C.
a Florida Limited Liability Company

By: 
Stephen A. Kelley, Jr.
Managing Partner

By: 
James Piper
Member

By: 
Marc Combs
Member

01/09/28 11:10:15
STATE OF FLORIDA
CLERK OF SUPERIOR COURT
JANUARY 28, 2009

ATTEST
FILED