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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

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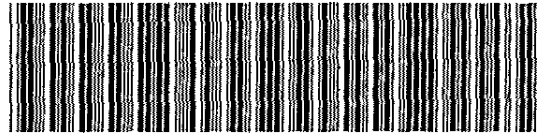
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Special Instructions to Filing Officer:

Office Use Only

Gave OK to  
add D o A by  
merging corp.

*(Signature)*



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FILED  
04 AUG 24 AM 10:56  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

8/27/04  
merger  
*(Signature)*

LAW OFFICES  
**LENARD H. GORMAN, P.A.**  
Gables One Tower, Penthouse  
1320 South Dixie Highway  
Coral Gables, Florida 33146

Telephone: (305) 668-8288  
Telecopier: (305) 661-6477

August 4, 2004

Ms. Glenda E. Hood  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: **Articles of Merger**

Dear Ms. Hood:

Enclosed are Articles of Merger. We are also enclosing a check in the amount of \$78.75 for the filing fees and a certified copy to be returned to the above address. If you should have any questions, please do not hesitate to contact us.

Sincerely,



Lenard H. Gorman

LHG/lm  
enc

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**FILED**  
04 AUG 24 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 13, 2004

Lenard H. Gorman, Esquire  
Gables One Tower, Penthouse  
1320 South Dixie Highway  
Coral Gables, FL 33146

SUBJECT: HIALEAH FUELS, INC.  
Ref. Number: P01000052633

We have received your document for HIALEAH FUELS, INC. and check(s) totaling \$78.85. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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. Enclosed is a form for your convenience.

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) 245-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 204A00050300

LAW OFFICES  
**LENARD H. GORMAN, P.A.**  
1320 South Dixie Highway  
Penthouse 1275  
Coral Gables, Florida 33146

Telephone: (305) 668-8288  
Telecopier: (305) 661-6477

August 19, 2004

Division of Corporations  
**Attn: Susan Payne**  
P.O. Box 6327  
Tallahassee, Florida 32314

Subject: Hialeah Fuels, Inc.  
Ref. Number: P01000052633  
Letter Number: 204A00050300

Dear Sir/Madam:

Enclosed are revised Articles of Merger and Plan of Merger.

Sincerely,



Lenard H. Gorman

LHG/lm  
enc

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RECEIVED  
04 AUG 24 AM 9:43  
DIVISION OF CORPORATIONS

FILED

04 AUG 24 AM 10:56

**ARTICLES OF MERGER**

— SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section 607.1105, Florida Statutes.

**FIRST:** 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>
Hialeah Fuels, Inc. 12305 S. Dixie Highway Miami, Florida 33156	Florida	Corporation

Florida Document/ Registration Number: P00000031530      FEI Number: 650998648

**SECOND:** 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>
Sara Jane Holdings, Inc. 12305 S. Dixie Highway Miami, Florida 33156	Florida	Corporation

Florida Document/ Registration Number: P01000052633      FEI Number: 651108246

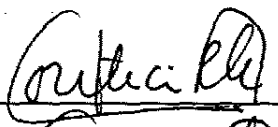
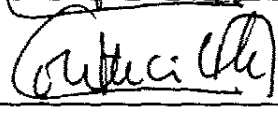
**THIRD:** The attached Plan of Merger meets the requirements of Section 607.1105, Florida Statutes, and was approved by each domestic corporation, that is party to the merger in accordance with Chapter 607, Florida Statutes.

**FOURTH:** The Plan of Merger was adopted by the Board of Directors of the surviving/merging corporation on July 2, 2004, and adopted by the Shareholders of the surviving/merging corporation on July 12, 2004.

**FIFTH:** The merger shall become effective as of the date of the Articles of Merger are filed with the Florida Department of State.

**SIXTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.


**SEVENTH: SIGNATURE(S) FOR EACH PARTY:**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Named of Individual</u>
Sara Jane Holdings, Inc.		Carlos Fontecilla, Its President
Hialeah Fuels, Inc.		Carlos Fontecilla, Its President
STATE OF FLORIDA )		
) SS:		
COUNTY OF MIAMI-DADE )		

19th I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this day of August, 2004 by Carlos Fontecilla as President of Hialeah Fuels, Inc., who is personally known to me, who did (did not) take an oath, an he acknowledged before me that he executed the foregoing instrument in his representative capacity on behalf of such corporation as his free act and deed.



Carol Begelman  
My Commission DD069850  
Expires November 04, 2005

  
NOTARY PUBLIC  
STATE OF FLORIDA  
[Notary Seal]

My Commission Expires:

STATE OF FLORIDA )  
                                  ) SS:  
COUNTY OF MIAMI-DADE )

19th I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this day of August, 2004 by Carlos Fontecilla as President of Sara Jane Holdings, Inc., who is personally known to me, who did (did not) take an oath, an he acknowledged before me that he executed the foregoing instrument in his representative capacity on behalf of such corporation as his free act and deed.

  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires:

[Notary Seal]



Carol Begelman  
My Commission DD069850  
Expires November 04, 2005

## **PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1101 and 1103, is being submitted in accordance with section(s) 607.1101, Florida Statutes, and any other applicable jurisdiction of incorporation.

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

<b><u>Name</u></b>	<b><u>Jurisdiction</u></b>
Hialeah Fuels, Inc.	Florida

SECOND: The exact name and jurisdiction of each **merging** party as follows:

<b><u>Name</u></b>	<b><u>Jurisdiction</u></b>
Sara Jane Holdings, Inc.	Florida

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

- A. The Articles of Incorporation of Hialeah Fuels, Inc., as in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of Hialeah Fuels, Inc. from and after the Effective Date until further amended as permitted by law.
- B. On the Effective Date, the separate existence of Sara Jane Holdings, Inc., shall cease, and Hialeah Fuels, Inc. shall be fully vested in Sara Jane Holdings, Inc. rights, privileges, immunities, powers and franchisees, subject to its liabilities, disabilities, and duties, all as more particularly as set forth in §607.1106 of the Act.

FOURTH: 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 as follows:

On the Effective Date, each share of Sara Jane Holdings, Inc. common stock that shall be issued and outstanding at that time shall be without more converted into and exchanged for one (1) share of Hialeah Fuels, Inc., in accordance with this plan. Each share of Hialeah Fuels, Inc. that is issued and outstanding of the Effective Dare shall continue as outstanding shares of Hialeah Fuels, Inc. stock.