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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

BILLY TANGO MOTOR CAR COMPANY

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105, Florida Business Corporation Act, BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, and BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, adopt the following Articles of Merger.

ARTICLE I

BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, shall be merged with and into BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, which shall be the surviving corporation.

ARTICLE II

That certain Plan and Agreement of Merger (the "Agreement"), dated the 16th day of August, 2002, by and between BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, and BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, attached to and made a part of this instrument, was unanimously approved by the Stockholders of BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, and by the Stockholders of BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, by resolutions adopted on the 16th day of August, 2002.

ARTICLE III

The merger shall become effective as of May 1, 2003.

IN WITNESS WHEREOF, these Articles of Merger have caused the same to be duly executed by their respective authorized officers.

BILLY TANGO MOTOR CAR COMPANY, a
Georgia corporation

By Raymond E. Firment
Raymond Firment
Its President

Attest: Raymond E. Firment
Raymond Firment
Its Secretary

BILLY TANGO MOTOR CAR COMPANY, a
Florida corporation.


By Raymond E. Firment
Raymond Firment
Its President

Attest: Raymond E. Firment
Raymond Firment
Its Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Raymond Firment, known to me to be the person described in and who executed the foregoing instrument as President and Secretary of Billy Tango Motor Car Company, a Georgia corporation, and who acknowledged before me that he executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 1st day of May, 2003.


Notary Public, State of Florida
at Large. My comm. expires:




MY COMMISSION # DD007895 EXPIRES
April 28, 2005
BONDED THRU TROY PAH INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared RAYMOND FIRMENT, known to me to be the person described in and who executed the foregoing instrument as President and Secretary of BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, and who acknowledged before me that he executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 1st day of May, 2003.


Notary Public, State of Florida
at Large. My comm. expires:



Ellet J. Safer
MY COMMISSION # DD007895 EXPIRES
April 28, 2005
BONDED THRU TROY PAH INSURANCE, INC.

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated the 16th day of August, 2002, by and between BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, and BILLY TANGO MOTOR CAR COMPANY, a Florida corporation.

WHEREAS, BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, is a corporation duly organized and existing under the laws of the State of Georgia, and

WHEREAS, BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, is a corporation organized and existing under the laws of the State of Florida, and

WHEREAS, BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, and BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, have agreed that BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, shall merge into BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions contained in this Agreement, and in order to consummate the transactions described above, BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, and BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, the constituent corporations to this Agreement, agree as follows:

I. BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, and BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, shall be merged into BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, as a single corporation, upon the terms and conditions of this Agreement, and that BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, shall continue under the laws of the State of Florida as the surviving corporation (the "surviving corporation").

(a) The purposes, the registered agent, the address of the registered office, the number of Directors and the capital stock of the surviving corporation shall be as appears in the Articles of Incorporation of BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, as on file with the office of the Secretary of State of the State of Florida on the date of this Agreement. The terms and provisions of the said Articles of Incorporation are incorporated into this Agreement. From and after the effective date and until further amended, altered or restated as provided by law, the Articles of Incorporation, separate and apart from this Agreement, shall be and may be separately certified as the Articles of Incorporation of the surviving corporation.

(b) The By-laws of BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, in effect on the effective date shall be the By-laws of the surviving corporation until they shall be altered, amended or repealed or until new By-laws are adopted as provided in them.

(c) The persons who, upon the effective date of the merger, shall constitute the Board of Directors of the surviving corporation shall be the persons constituting the Board of Directors of BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, on the effective date. If, on the effective date of the merger any vacancy exists on the Board of Directors of the surviving corporation, that vacancy may be filled in the manner provided in the By-laws of the surviving corporation.

(d) The persons who, upon the effective date of the merger shall constitute the officers of the surviving corporation, shall be the persons constituting the officers of BILLY

TANGO MOTOR CAR COMPANY, a Florida corporation.

2. This Agreement shall be submitted to the Stockholders of BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, and to the Stockholders of BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, at meetings of the Stockholders on August 16, 2002 (or at such later date as the Boards of Directors of BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, and BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, shall mutually approve) and, if it is adopted and approved in accordance with the laws of the State of Florida, as promptly as practicable thereafter, the fact that this Agreement has been adopted and approved as above provided shall be certified by their respective secretaries, and this Agreement and appropriate Articles of Merger shall be signed, acknowledged and filed pursuant to the laws of the State of Florida. The merger of BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, into BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, shall become effective when filed. The date on which the merger of BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, into BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, becomes effective is called in this instrument the "effective date" of the merger.

3. When this Agreement shall have been approved, signed and acknowledged, the separate existence of BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, shall cease and shall be merged into the surviving corporation in accordance with this Agreement, and the surviving corporation shall continue unaffected and unimpaired by the merger and shall possess all of the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations, both of a public or private nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations so merged, and all and singular the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations of each of the constituent corporations; and all property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account as well as for stock subscriptions and all other things in action or belonging to each of the constituent corporations shall be vested in the surviving corporation; and all property, rights, privileges, powers, franchises, patents, trademarks, licenses and registrations and every other interest thereafter shall be as effectually the property of the surviving corporation as they were of the respective constituent corporations; and the title to any real estate, whether vested by deed or otherwise in either of the constituent corporations under the laws of the State of Florida, or any other state where real estate may be located, shall not revert or in any way be impaired by reason of the merger, provided that all rights of creditors and all liens upon the property of any of the constituent corporations shall be preserved unimpaired; and all debts, liabilities and duties of the constituent corporations shall then attach to the surviving corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

4. The number of shares of the capital stock of BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, is 7500 shares of common stock of a par value of \$1.00 per share, of which 1000 shares are issued and outstanding. Concurrently with this transaction, BILLY TANGO MOTOR CAR COMPANY, shall issue an additional 1000 shares each to Raymond Firment, bringing the total outstanding shares to 2000. The number of shares of the capital stock of BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation is 5000 shares of common stock of a par value of \$1.00 per share, of which 1000 shares are issued and outstanding. Upon approval, the capital stock of BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, shall be completely canceled.

5. Following the adoption of this Agreement by the Stockholders of BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, and of BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, the merger, transfer of assets from BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, to BILLY TANGO MOTOR CAR COMPANY, a Florida

corporation, assumption of obligations and liabilities of BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, shall all be effective with its adoption by the Stockholders of each corporation duly certified by the secretaries thereof.

IN WITNESS WHEREOF, the parties to this Plan and Agreement of Merger have caused the same to be duly executed by their respective authorized officers.

BILLY TANGO MOTOR CAR COMPANY,
a Georgia corporation

By Raymond E. Firment
Raymond Firment
President and Director

Attest: Raymond E. Firment
Raymond Firment
Secretary and Director

BILLY TANGO MOTOR CAR COMPANY,
a Florida corporation


By Raymond E. Firment
Raymond Firment
President and Director

Attest: Raymond E. Firment
Raymond Firment
Secretary and Director

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Raymond Firment, known to be the person described in and who executed the foregoing instrument as President/Director and Secretary/Director, respectively, of BILLY TANGO MOTOR CAR COMPANY, a Georgia corporation, and who acknowledged before me that she executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 1 day of May, 2003.


Notary Public, State of Florida
at Large. My comm. expires:

STATE OF FLORIDA
COUNTY OF DUVAL



Elliot J. Sater
MY COMMISSION # 00007095 EXPIRES
April 28, 2005
BONDED THRU TROY FARM INSURANCE, INC.

Before me personally appeared Raymond Firment, known to be the person described in and who executed the foregoing instrument as President/Director and Secretary/Director, respectively, of BILLY TANGO MOTOR CAR COMPANY, a Florida corporation, and who acknowledged before me that he executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 1st day of May, 2003.


Notary Public, State of Florida
At Large. My Commission Expires:



Elliot J. Sater
MY COMMISSION # 00007095 EXPIRES
April 28, 2005
BONDED THRU TROY FARM INSURANCE, INC.