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LA OFFICES
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September 5, 2002

Via Federal Express Airbill
No. 818915394610

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: The Wheel Works, Inc.

400007597184--2
-09/09/02--01054--020
*****70.00 *****70.00

Dear Sir/Madam:

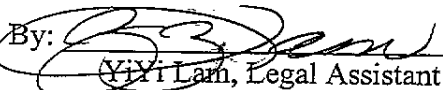
Enclosed for filing is an original and one copy of the properly executed Articles of Merger with Plan of Merger for The Wheel Works, Inc. Also enclosed is our firm's check no. 36401 in the amount of \$70.00, made payable to the Florida Secretary of State, for the filing fees.

Please return the "Filed" copy of the Articles of Merger with Plan of Merger to us in the enclosed self-addressed, stamped envelope.

If you have any questions, please call.

Sincerely yours,

THE SOLOMON TROPP LAW GROUP, P.A.

By: 
Yi Yi Lam, Legal Assistant

YYL/y
Enclosure

FILED
02 SEP 23 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/23/02
merger
sf

Faxed new Plan
of merger page.

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DW ENTERPRISES OF TAMPA BAY, INC., a Florida corp., P97000085842

INTO

THE WHEEL WORKS, INC., a Florida entity, P02000082011.

File date: September 23, 2002

Corporate Specialist: Susan Payne

FILED

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Articles of Merger
(Profit Corporations)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation is The Wheel Works, Inc., a Florida corporation.

Second: The name and jurisdiction of each merging corporation is DW Enterprises of Tampa Bay, Inc., a Florida corporation.

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the board of directors and shareholders of the surviving corporation on August 26, 2002.

Sixth: The Plan of Merger was adopted by the board of directors and shareholders of the merging corporation on August 26, 2002.

Seventh: SIGNATURES FOR EACH CORPORATION

The Wheel Works, Inc.



DELBERT WALLACE, President

DW Enterprises of Tampa Bay, Inc.



STEVEN CAROPELO, President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is The Wheel Works, Inc., a Florida corporation.

Second: The name and jurisdiction of each merging corporation is DW Enterprises of Tampa Bay, Inc., a Florida corporation.

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

- (a) The title to all real estate and other property, or any interest therein, owned by DW Enterprises of Tampa Bay, Inc. is vested in The Wheel Works, Inc. without reversion or impairment. The Wheel Works, Inc. shall record a certified copy of the articles of merger in any county in which a merging entity holds an interest in real property.
- (b) The Wheel Works, Inc. shall thereafter be responsible and liable for all the liabilities and obligations of DW Enterprises of Tampa Bay, Inc., including liabilities arising out of the rights of dissenters with respect to such merger under applicable law.
- (c) Any claim existing or action or proceeding pending by or against DW Enterprises of Tampa Bay, Inc. may be continued as if the merger did not occur or The Wheel Works, Inc. may be substituted in the proceeding for the domestic corporation or other business entity which ceased existence.
- (d) Neither the rights of creditors nor any liens upon the property of any domestic corporation or other business entity shall be impaired by such merger.
- (e) The articles of incorporation of DW Enterprises of Tampa Bay, Inc. shall not survive the merger and the articles of incorporation of The Wheel Works, Inc. shall survive the merger and become effective except as amended or restated to the extent provided in the plan of merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The shares, partnership interests, interests, obligations, or other securities, and the rights to acquire shares, partnership interests, interests, obligations, or other securities, of DW Enterprises of Tampa Bay, Inc. shall be converted into shares, partnership interests, interests, obligations, or other securities, or rights to such securities, of The Wheel Works, Inc. or any other domestic corporation or other business entity or, in whole or in part, and the former holders of shares, partnership interests, interests, obligations, or other securities, or rights to such securities, shall be entitled only to the rights provided in the plan of merger and to their rights as dissenters, if any, under ss. 607.1301-607.1320, s. 608.4384, s. 620.205, or other applicable law.