

PO2000090267

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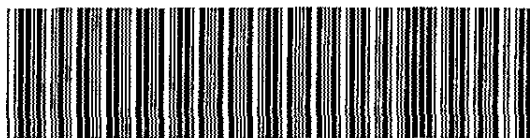
(Business Entity Name)

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12/22/03--01031--011 **35.00

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CLERK OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01-01-04

C. Ocullette JAN 23 2004

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O**

Southeast Employee Management Company

1920 Palm Beach Lakes Blvd. • Suite 202 • West Palm Beach, FL 33409
561-471-9961 or 1-800-317-3626 • Fax: 561-471-1618 or Toll Free 1-888-845-8602
www.semcopeo.com

Dec 18, 2003

ENCLOSED ARE THE ARTICLES OF MERGER

FOR

SEMCO III, INC

AND

EQUITY LEASING-ACCOUNTING II, INC



Time is money... and SEMCO saves you both!





FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 2, 2004

SOUTHEAST EMPLOYEE MANAGEMENT COMPANY
1920 PALM BEACH LAKES BLVD.
STE. 202
WEST PALM BEACH, FL 33409

SUBJECT: EQUITY LEASING - ACCOUNTING II, INC.
Ref. Number: P02000090267

We have received your document for EQUITY LEASING - ACCOUNTING II, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 604A00000131

*See attached for missing information
Kisha Harley*

RECEIVED
04 JAN 21 AM 8:18
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

These Articles of Merger (hereafter "Articles") dated December 16, 2003 pursuant to 607.1105, Florida Statutes are submitted by SEMCO III, Inc. (Co-A) and Equity Leasing-Accounting II, Inc.(Co-B) .

1. Co-A is a corporation duly organized and existing under the laws of the State of Florida;
2. Co-B is a corporation duly organized and existing under the laws of the State of Florida;
3. Pursuant to a plan of Merger, Co-A and Co-B have agreed that Co-A be merged into Co-B as a single corporation, and that Co-B shall continue under the laws of the State of Florida as the surviving corporation;
4. The purposes, the registered agent, the address of the registered office, bylaws, members of the board of directors and officers, number of directors and stock of surviving corporation are the same appear in the articles of incorporation, bylaws and minutes of Co-B prior to the merger;
5. The surviving corporation shall possess all of the rights, privileges, power authority and ownership of Co-A and Co-B and
6. Each share of Co-A common stock, issued and outstanding on the date hereof is hereby converted into and shall be exchanged for one share of Co-B common stock.
7. The merger under Internal Revenue Code 368(a) (1) (A) shall be effective January 1, 2004.
8. The Plan of Merger was adopted by the Board of Directors and shareholders of Co-B on the 16th day of December, 2003 and by the Board of Directors and shareholders of Co-A on the 16th day of December, 2003

EFFECTIVE DATE

01-01-2004

SEMCO III, Inc

By: _____

Mark W. Smith

President

Equity Leasing-Accounting II, Inc

By: _____

Mark W. Smith

President

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

This plan of merger (hereafter "Plan") by and between SEMCO III, Inc. (Co-A) and Equity Leasing-Accounting II, Inc. (Co-B).

WITNESSETH:

WHEREAS Co-A is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS Co-B is a corporation duly organized and existing under the laws of the State of Florida, and

WHEREAS Co-A and Co-B have agreed that the Co-A shall merge into Co-B upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable law of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, warranties and representations contained in this Plan and in order to consummate the transactions described above, Co-A and Co-B agree as follows:

1. Co-A and Co-B agree that Co-A shall be merged into Co-B as a single corporation, upon the terms and conditions of this Plan and that Co-B shall continue under the laws of the State of Florida as the Surviving Corporation (the "Surviving Corporation"), and they further agree as follows:
 - a. The purposes, the registered agent, the address of the registered office, number of directors and stock of the Surviving Corporation shall be as appears in the articles of incorporation of Co-B as on the file with the office of the Secretary of State of Florida on the date of this Plan.
 - b. The bylaws of Co-B in effect on the effective date shall be the bylaws of the Surviving Corporation until they shall be altered, amended or repealed or until new bylaws are adopted as provided in them.
 - c. The people who constitute the board of directors of Co-B on the effective date of the merger shall constitute the board of directors of the Surviving Corporation.
 - d. The persons who constitute the board of directors of Co-B on the effective date of the merger shall constitute the officers of the Surviving Corporation.
2. The merger of Co-A and Co-B under Internal Revenue Code 368 (a) (1) (A) shall become effective on January 1, 2004. The date of which the merger of Co-A into Co-B becomes effective is called in this instrument the "effective date" of the merger.
3. When this Plan shall have been approved, signed, acknowledged and filed, the Surviving Corporation shall possess all of the rights, privileges, power, authority and ownership of Co-A and Co-B.
4. On the effective date of each share of Co-A common stock, issued and outstanding immediately before the effective date, shall be converted into and exchanged for one share of Co-B common stock.

5. As soon as practicable after the effective date, Co-B shall issue and deliver, to the shareholder of Co-A, shares of Co-B stock to which they shall have become entitled under this Plan.
6. Co-A and Co-B shall each take all appropriate corporate action to comply with the applicable laws of the State of Florida in connection with the contemplated merger.
7. This Plan is made pursuant to and shall be construed under the laws of the State of Florida. It shall inure to the benefit of and be binding upon Co-A and Co-B and their respective successors and assigns.
8. This Plan may be executed in two or more counterparts, each which shall be deemed an original, but all of which together shall constitute on and the same instrument.

IN WITNESS WHEREOF, Co-A and Co-B, acting through their duly authorized officers, representing all parties to this Plan, on this 16th day of December, 2003 have signed this Plan of Merger.

SEMCO III, Inc

By: 

Mark W. Smith,

President

Equity Leasing-Accounting II, Inc

By: 

Mark W. Smith

President