

AUG 29-2008 10:33

HAHN LOESER PARKS

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Florida Department of State
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MERGER OR SHARE EXCHANGE

AMERICAN TRAILERS AND HITCH, INC.

Certificate of Status	1
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August 28, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

AMERICAN TRAILERS AND HITCH, INC.

3984 PROGRESS AVENUE

NAPLES, FL 34104US

SUBJECT: AMERICAN TRAILERS AND HITCH, INC.

REF: P07000071760

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

FAX Aud. #: H08000203659
Letter Number: 308A00047941

H08000203659 3

ARTICLES OF MERGER

OF

RWC SALES AND SERVICE, INC.

AND

AMERICAN TRAILERS AND HITCH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging RWC Sales and Service, Inc. ("RWC"), a Florida corporation, into American Trailers and Hitch, Inc. ("ATH"), a Florida corporation, as approved by the shareholders and directors of RWC on August 15, 2008.

2. The merger of RWC with and into ATH is permitted by and is in compliance with the Florida Business Corporation Act.

3. The date of adoption of the Plan of Merger by the Board of Directors and Shareholders of RWC and AHT was August 15, 2008.

4. The effective time and date of the merger herein provided for the State of Florida shall be upon the date of filing of these Articles of Merger.

Executed on August 15, 2008.

RWC SALES AND SERVICE, INC.

By: John Bowman
Name: John H. Bowman
Title: President

AMERICAN TRAILERS AND HITCH, INC.

By: Doug Brann
Name: Doug Brann
Title: President

H08000203659 3

PLAN OF MERGER
OF
RWC SALES AND SERVICES, INC.
(A FLORIDA CORPORATION)

AND
AMERICAN TRAILERS AND HITCH, INC.
(A FLORIDA CORPORATION)

PLAN OF MERGER entered into on August ~~15th~~ 2008 by RWC Sales and Service, Inc., a Florida corporation (the "Merging Entity"), and by American Trailers and Hitch, Inc., a Florida corporation (the "Survivor").

1. The Merging Entity is a corporation organized under the laws of the State of Florida with its principal place of business located at 6201 Lee Ann Lane, Suite 102, Naples, Florida 34109; and

2. The Survivor is a corporation organized under the laws of the State of Florida with its principal place of business therein located at 1717 Pine Ridge Road, Naples, Florida 34104; and

3. The Florida Business Corporation Act ("FBCA") permits the merger of a Florida corporation with and into a Florida corporation; and

4. The Merging Entity shall, pursuant to the provisions of the FBCA, be merged with and into the Survivor which shall continue to exist under its present name pursuant to the provisions of the FBCA. The separate existence of the Merging Entity shall cease at said effective time.

5. The Articles of Incorporation of the Survivor shall continue to be the Articles of Incorporation of the Survivor until amended and changed pursuant to the provisions of the FBCA.

6. The Bylaws of the Survivor shall continue to be the Bylaws of the Survivor until amended and changed pursuant to the provisions of the FBCA.

7. The Board of Directors of the Survivor shall consist of the following persons who shall continue as Directors until the election and qualification of their successors or until their tenure is otherwise terminated:

John H. Bowman
6201 Lee Ann Lane, Suite 102
Naples, Florida 34109

Doug Brann
3984 Progress Avenue
Naples, Florida 34104

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8. The registered agent of the Survivor shall be HL Statutory Agent, Inc., 800 Laurel Oak Drive, Suite 600, Naples, Florida 34108.

9. The assets and liabilities of the Merging Entity shall become the assets and liabilities of the Survivor.

10. Each share of issued and outstanding common stock of the Merging Entity in the amount of one hundred (100) shares shall, immediately prior to the time the merger becomes effective, by virtue of the merger and without any action on the part of the holder thereof, be converted into one-half (1/2) share of common stock in the Survivor; and the issued and outstanding common stock of the Survivor in the amount of fifty-one (51) shares shall not be converted or exchanged in any manner; provided, however, that one (1) share shall be retired, resulting in issued and outstanding common stock of the Survivor in the total amount of one hundred (100) shares at the time of the merger.

11. The effective time of this Plan of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Florida, shall be the time at which the Articles of Merger is filed with the Secretary of State of the State of Florida.

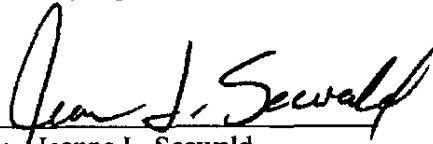
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AMERICAN TRAILERS AND HITCH, INC.**ACCEPTANCE OF REGISTERED AGENT**

HL Statutory Agent, Inc. located at 800 Laurel Oak Drive, Suite 600, Naples, Florida 34108, being named in the Restated and Amended Articles of Incorporation of AMERICAN TRAILERS AND HITCH, INC., as the registered agent of the corporation, hereby consents to accept service of process for the corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By its authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. By the authorized signature below, the registered agent signifies that it is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 608.

HL Statutory Agent, Inc.

By: 
Name: Jeanne L. Seewald
Title: Vice President
Date: 8-16-08