

P34715



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 756289 : 108724A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 31, 1998

ORDER TIME : 10:02 AM

ORDER NO. : 756289-005

CUSTOMER NO: 108724A

CUSTOMER: Mr. Gary Forster
Pohl & Short, P.a.
280 West Canton Avenue
Suite 410
Winter Park, FL 32789

FILED
98 MAR 31 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF MERGER

SHELLEY TRACTOR & EQUIPMENT 2000002473282--6
-03/31/98-01024-010

INTO

FLORIDA DIVISION-TRAX, INC.

*****70.00 *****70.00

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DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

SHELLEY TRACTOR & EQUIPMENT CO., a Florida corporation 150553

into

FLORIDA DIVISION - TRAX INC., a Georgia corporation P34715

File date: March 31, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER OF
SHELLEY TRACTOR & EQUIPMENT CO.
WITH AND INTO
FLORIDA DIVISION-TRAX, INC.**

Pursuant to the provisions of Section 607.1104 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of Shelley Tractor & Equipment Co., a Florida corporation ("Shelley"), with and into TRAX, Inc., a Georgia corporation authorized to do business in the State of Florida as Florida Division-TRAX, Inc. ("TRAX"), with TRAX being the surviving corporation, is set forth below:

1. Shelley shall merge with and into TRAX, with TRAX as the surviving corporation. Shelley is a wholly owned subsidiary of TRAX.

2. Upon the consummation of the merger of Shelley with and into TRAX, the separate existence of Shelley shall cease. TRAX, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of TRAX shall not be affected by the merger and upon the merger, TRAX, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Shelley, prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with Shelley, shall be preserved and remain unimpaired by the merger, all liens upon the properties of Shelley, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Shelley, shall henceforth attach to TRAX and may be enforced against TRAX to the same extent as if such obligations and duties had been incurred by TRAX. Additionally, any existing claim or action or proceeding pending by or against Shelley, or TRAX may be continued as if the merger did not occur or TRAX may be substituted in such proceedings for Shelley

3. The manner and basis of converting the shares of Shelley, and TRAX into shares of TRAX are as follows:

a. At the effective date of the merger, each share of no par value common stock of TRAX issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of no par value common stock of Shelley, issued and outstanding shall be converted into 1.707 share(s) of no par value common stock of TRAX. The total consideration that the shareholder of Shelley shall receive for the ONE HUNDRED, SIXTEEN 116 shares of out-

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TALLAHASSEE, FLORIDA

standing no par value common stock of Shelley shall be one hundred (198)
shares of no par value common stock of TRAX. ninety-eight

4. The Articles of Incorporation of TRAX in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of TRAX.

5. Shareholders of Shelley who, except for the applicability of Section 607.1104 of Florida Statutes, would be entitled to vote and who dissent from the merger of Shelley with and into TRAX pursuant to Section 607.1320 of the Florida Statutes, may be entitled, if they comply with the provisions of the General Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

6. The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by written consents dated as the 9th day of March, ~~1997~~ 1998.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

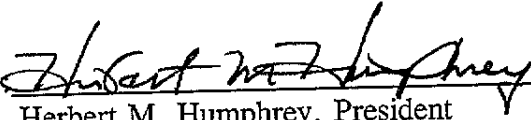
DATED this 9th day of March, ~~1997~~ 1998.

SHELLEY TRACTOR & EQUIPMENT CO.

By: Herbert M. Humphrey
Herbert M. Humphrey, President

Attest: Herbert M. Humphrey
Herbert M. Humphrey, Secretary

FLORIDA DIVISION-TRAX, INC.

By: 
Herbert M. Humphrey, President

Attest: 
George W. Gray, Secretary