

P93000009719

ARTICLES OF MERGER
Merger Sheet

MERGING:

CROWN BUSINESS ASSOICATES, INC., a Florida corporation, P93000009719
,

INTO

CROWN COLLISION OF LILBURN, INC., a Georgia corporation not qualified in
Florida.

File date: April 1, 1997

Corporate Specialist: Velma Shepard

P93000009719

BALBONI ASHLEY & SCHOENBERG LLC
CORPORATE AND TECHNOLOGY LAWYERS

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FILED
97 APR -1 AM 11:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 31, 1997

VIA FEDERAL EXPRESS

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

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-04/01/97--01086--004
*****70.00 *****70.00

Re: **Merger of Crown Business Associates, Inc., a Florida corporation, into Crown Collision of Lilburn, Inc., a Georgia corporation**

Dear Sir:

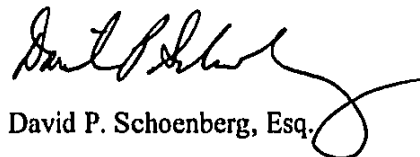
In accordance with the provisions of Section 607.1101 et seq. of the Florida Business Corporations Act, as amended, enclosed please find the following documents pertaining to the merger of Crown Business Associates, Inc., a Florida corporation, into Crown Collision of Lilburn, Inc., a Georgia corporation:

1. Executed original and one conformed copy of the Articles of Merger; and
2. Check in the amount of \$70.00 payable to the Secretary of State.

A request for publication of notice of filing of these Articles of Merger has been submitted to the Jewish Times for publication simultaneously with this submission.

Thank you very much for your assistance and cooperation.

Very truly yours,


David P. Schoenberg, Esq.

Enclosures

Merger

VS APR 4 1997

Ba004531

**ARTICLES OF MERGER
OF
CROWN BUSINESS ASSOCIATES, INC.
INTO
CROWN COLLISION OF LILBURN, INC.**

FILED
97 APR -1 AM 11:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, duly authorized officers of their respective corporations, pursuant to Section 607.1101 et. seq. of the Florida Business Corporations Act and Section 14-2-1101. et. seq. of the Georgia Business Corporation Code, hereby execute the following Articles of Merger:

I. Names of Corporations

The names of the corporations proposing to merge are Crown Business Associates, Inc., a Florida corporation, and Crown Collision of Lilburn, Inc., a Georgia corporation.

II. Plan of Merger

Crown Business Associates, Inc. shall be merged into Crown Collision of Lilburn, Inc., which will be the surviving corporation, in accordance with the provisions of the Agreement and Plan of Merger attached hereto as Exhibit "A" and by this reference incorporated herein. The name of the surviving corporation shall be Crown Collision of Lilburn, Inc. (hereinafter "Surviving Corporation").

III. Approval of Plan

A. The affirmative vote of the holders of majority of the shares of common stock of Crown Business Associates, Inc. and the affirmative vote of the holders of majority of the shares of common stock of Crown Collision of Lilburn, Inc. were required to adopt the Agreement and Plan of Merger.

B. The shareholders of Crown Business Associates, Inc. and Crown Collision of Lilburn, Inc. approved the Agreement and Plan of Merger on March 21, 1997. Nine Hundred (900) shares of Crown Collision of Lilburn, Inc. are issued, outstanding and entitled to vote. One Hundred (100) shares of Crown Business Associates, Inc. are issued, outstanding and entitled to vote. The vote of the shareholders on the Agreement and Plan of Merger was unanimous.

IV. Effective Date

As permitted by Section 607.1101 et. seq. of the Florida Business Corporations Act and Section 14-2-1101. et. seq. of the Georgia Business Corporation Code, the Merger shall be effective at the close of business on March 31, 1997, in accordance with the Agreement and Plan of Merger.

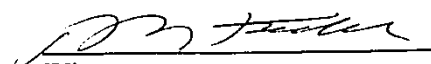
V. Publication Notice

As required by Section 14-2-1105.1(b) of the Georgia Business Corporation Code, the Surviving Corporation has requested the publication of a notice of filing these Articles of Merger with the Secretary of State of Georgia.

IN WITNESS WHEREOF, each of the corporations has caused these Articles of Merger to be executed in their respective names by their respective duly authorized officers on this March 21, 1997.


Signed, sealed and delivered
in the presence of:

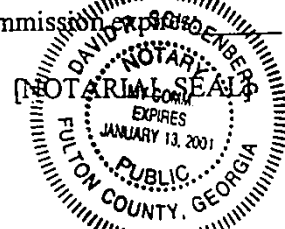
Crown Business Associates, Inc.


Witness

By: 
Title: 


Notary Public

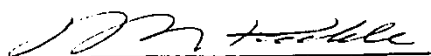
Attest: 
Title: Secretary

My commission expires: 

[CORPORATE SEAL]

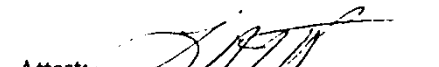
Signed, sealed and delivered
in the presence of:

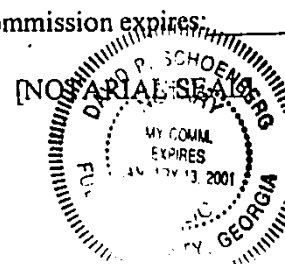
Crown Collision of Lilburn, Inc.


Witness

By: 
Title: 


Notary Public

Attest: 
Title: Secretary

My commission expires: 

[CORPORATE SEAL]

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER CROWN BUSINESS ASSOCIATES, INC. AND CROWN COLLISION OF LILBURN, INC.

This Plan of Merger, made and entered into as of March 21, 1997 (hereinafter referred to as the "Agreement"), by and between Crown Business Associates, Inc., a Florida corporation (hereinafter sometimes referred to as "CBA") and Crown Collision of Lilburn, Inc., a Georgia corporation (hereinafter sometimes referred to as "CCL") (said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations"):

W I T N E S S E T H:

The Board of Directors of each of the Constituent Corporations deem it advisable and for the benefit of each of said corporations and their respective shareholders that Crown Business Associates, Inc. merge into Crown Collision of Lilburn, Inc. and that Crown Business Associates, Inc. thereafter cease its separate existence as a corporation under Florida law.

NOW, THEREFORE, the parties hereto do hereby agree as follows:

ARTICLE ONE

NAMES OF MERGING CORPORATIONS

The names of the corporations proposed to be merged are Crown Business Associates, Inc., a corporation organized under the laws of the State of Florida, and Crown Collision of Lilburn, Inc., a corporation organized under the laws of the State of Georgia.

ARTICLE TWO

SURVIVING CORPORATION

CBA shall merge into CCL which shall survive the merger and which shall continue to have the name Crown Collision of Lilburn, Inc. (sometimes hereinafter referred to as the "Surviving Corporation"); and thereafter the corporate existence of CBA shall cease.

ARTICLE THREE

EFFECTIVE DATE

3.01 Effective Date. This merger shall be effective at the close of business on March 31, 1997 (hereinafter referred to as the "Effective Date").

3.02 Abandonment. Notwithstanding any other provisions of this Agreement, this Plan of Merger may be abandoned by mutual consent of the Boards of Directors of CBA and CCL, at any time prior to the filing of Articles of Merger with the Secretary of State of Florida or Georgia.

ARTICLE FOUR

TERMS AND CONDITIONS

4.01 Articles of Incorporation. The Articles of Incorporation of CCL as they exist on the Effective Date of the merger shall be and remain the Articles of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed as therein provided.

4.02 By-Laws. The By-Laws of CCL as they exist on the Effective Date of the merger shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

4.03 Directors and Officers. The Directors and Officers of CCL shall be and remain the directors and officers of the Surviving Corporation and they shall serve in office until their successors have been duly elected and qualified.

4.04 Effect of Merger. Upon the Effective Date of the merger, the separate existence of CBA shall cease, and all its properties, rights, privileges and franchises, of whatever nature and description, including every devise or bequest, which CBA would have been capable of taking, and including subscriptions for shares and other choses in action, shall be transferred to, vested in and devolved upon the Surviving Corporation, without further act or deed. Notwithstanding this provision, confirmatory deeds, assignments and other like instruments, when deemed desirable to evidence such transfer, vesting or devolution of any property right, privilege or franchise, may at any time, or from time to time, be made and delivered in the name of CBA as appropriate, by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation; the Surviving Corporation shall be liable for all the debts and obligations, including tax liabilities, of CBA and any claim existing or any action or proceeding pending by or against CBA may be prosecuted to judgment or decree as if such merger had not taken place, or the Surviving Corporation, upon motion of such corporation or any party, may be substituted as a party in place of the corporation so merged, and such judgment or decree against the corporation so merged shall be constituted a lien upon the property of the Surviving Corporation. The merger, however, shall not impair in any way the rights of creditors or liens upon the property of any corporation a party to this merger.

4.05 Filing of Articles of Merger. The acts and things required to be done by the Florida Business Corporations Act (the "Florida Code") and the Georgia Business Corporation Code (the "Georgia Code"), in order to make this Agreement effective, including the filing of Articles of

Merger or Certificate of Merger in the manner prescribed for in the Florida and Georgia Codes, shall be attended to by the proper officers of the parties hereto as soon as practicable.

ARTICLE FIVE

MANNER AND BASIS OF CONVERTING SHARES

5.01 Upon the Effective Date of the merger:

(a) Each share of the common stock of CCL issued and outstanding immediately prior to the Effective Date shall continue unchanged and shall continue to evidence the same number of shares of common stock of the Surviving Corporation.

(b) The former shareholders of CBA shall surrender the certificates of their shares in CBA to the last acting officers thereof or to the corresponding officers of Surviving Corporation for the exchange thereof and the cancellation on the books of CBA. In exchange for each such share of capital stock of CBA, former shareholders shall receive one share of common stock of CCL.

ARTICLE SIX

MISCELLANEOUS PROVISIONS

6.01 Approval by Directors. This Plan of Merger shall be adopted, ratified and approved by the Boards of Directors of CBA and CCL, in a manner consistent with the Articles of Incorporation and By-Laws of each corporation and in accordance with the laws of Florida and Georgia.

6.02 Approval by Shareholders. As soon as practicable after the execution of this Plan of Merger, and following or at the same time as its ratification by the Boards of Directors of the Constituent Corporations, this Plan of Merger shall be submitted to the shareholders of CBA and CCL for their approval. This Plan of Merger is specifically stated to be subject to the approval of

at least majority of the issued and outstanding stock of CBA and at least majority of the issued and outstanding stock of CCL.

6.03 Conformity With State Law. The matters set forth in this Plan of Merger shall be considered to be modified to the extent required by the laws of Florida and Georgia, so that nothing contained herein shall be construed to be in any way violative of the laws of the states of incorporation of the merging corporations.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed as of the day and year first above written.

Crown Business Associates, Inc.

By: 

Attest: 

[CORPORATE SEAL]

Crown Collision of Lilburn, Inc.

By: 

Attest: 

[CORPORATE SEAL]