

P93000049912

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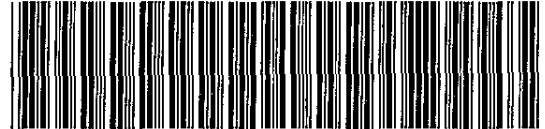
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EXPIRATION DATE
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FILED
05 JAN 14 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
05 JAN 14 AM 10:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ASR
1/14/05



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 144902 121767A

AUTHORIZATION :

COST LIMIT : \$ 183.75

Patricia Pizot

ORDER DATE : January 14, 2005

ORDER TIME : 10:31 AM

ORDER NO. : 144902-005

CUSTOMER NO: 121767A

CUSTOMER: Ms. Melonnie J. Jordan
Karp & Genauer, P.a.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

ARTICLES OF MERGER

DEEL CAR CORP.

INTO

INVERCOSA INVESTMENTS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Justin Cheshire

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Invercosa Investments, Inc.	Florida	P93000049912

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Deel Car Corp.	Florida	K26896
Gold Car Corporation	Florida	M38826
GVC Sales, Inc.	Florida	P99000017369
F. S. F. Sales Corp.	Florida	415847

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.

OR 01 / 31 / 05 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on January 10, 2005

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 10, 2005

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
05 JAN 14 PM 3:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Typed or Printed Name of Individual & Title

Daniel O'Malley, Secretary

Daniel O'Malley, Secretary

Daniel O'Malley, Secretary

Daniel O'Malley, President

Daniel O'Malley, President

PLAN OF MERGER

(Non Subsidiaries)

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

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Invercosa Investments, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Deel Car Corp.</u>	<u>Florida</u>
<u>Gold Car Corporation</u>	<u>Florida</u>
<u>GVC Sales, Inc.</u>	<u>Florida</u>
<u>F. S. F. Sales Corp.</u>	<u>Florida</u>
<u> </u>	<u> </u>

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

SEE ATTACHED SHEETS

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:

SEE ATTACHED SHEETS

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER

Composite Attachment to Items Third and Fourth

Surviving Corporation: Invercosa Investments, Inc.

Merging Corporations: Deel Car Corp.
Gold Car Corporation
GVC Sales, Inc.
F. S. F. Sales Corp.

Background:

The pre-merger ownership structure and relationships of the Merging Corporations and the Surviving Corporation are as follows:

1. Gold Car Corporation ("Gold Car") owns all of the issued and outstanding shares of common stock, series A preferred stock, series B preferred stock and series C preferred stock of Deel Car Corp.
2. Invercosa Investments, Inc. ("Invercosa Investments") owns all of the issued and outstanding shares of common stock, series A preferred stock and series B preferred stock of Gold Car.
3. F. S. F. Sales Corp. ("FSF") owns all of the issued and outstanding shares of common stock of GVC Sales, Inc.
4. Invercosa Investments owns 95%, and Daniel J. and Susan O'Malley, as tenants by the entireties, own 5%, respectively, of the issued and outstanding shares of common stock of FSF.
5. Invercosa Investments owns 100% of the issued and outstanding shares of series A and series B preferred stock of FSF.
6. Invercosa Cars, Trucks, Tractors Corporation, a Bahamas international business company, owns 85%, and Daniel J. and Susan O'Malley, as tenants by the entireties, own 15%, respectively, of the issued and outstanding shares of common stock of Invercosa Investments.

* * * * *

Terms and Conditions of Merger and Manner of Converting Shares:

A. Effective January 31, 2005 (the "Effective Time"), the Merging Corporations shall merge with and into and become part of the Surviving Corporation (the "Merger"), which shall survive the Merger. Additionally, upon the Effective Time, the separate legal existence of each Merging Corporation shall cease. All shares of

common stock and preferred stock (if any) of each Merging Corporation shall be cancelled.

B. The manner and basis of converting the shares, obligations or other securities of each Merging Corporation into shares, obligations or other securities of the Surviving Corporation is as follows: At the Effective Time, all shares of capital stock of each of the Merging Corporations and the Surviving Corporation shall be cancelled. There shall be authorized 10,000 shares of common stock, par value \$0.01 per share, of the Surviving Corporation (the "New Common Stock"). The Surviving Corporation shall issue 1000 shares of New Common Stock to the following persons or entities in the following number of shares:

Invercosa Cars, Trucks, Tractors Corporation, a Bahamas international business company:	800 shares
Daniel J. and Susan O'Malley, as tenants by the entireties:	200 shares

C. An authorized officer of the Surviving Corporation and an authorized officer of each Merging Corporation shall execute on behalf of the respective corporations Articles of Merger as required under the laws of the State of Florida.

D. At the Effective Time, each and every interest of each Merging Corporation, including but not limited to each and every right, privilege, power and franchise of each Merging Corporation, and each and every interest in each asset of each Merging Corporation, shall thereafter be as fully and effectually the property of the Surviving Corporation as though they were the property of each of the Merging Corporations.

E. At the Effective Time, the Surviving Corporation shall be liable for all debts, liabilities, and obligations of each of the Merging Corporations as if the Surviving Corporation had itself incurred such debts, liabilities and obligations, and such debts, liabilities and obligations shall not be released or impaired by the Merger. All rights of creditors and other obligees, and all liens on the property, of any Merging Corporation shall be preserved unimpaired by the Merger.

F. The Articles of Incorporation of the Surviving Corporation, as amended and as in effect immediately prior to the Effective Time, shall, at the Effective Time, be amended to the extent necessary to take into account any changes to the capital structure of the Surviving Corporation effected by the Merger, including but not limited to the cancellation of the classes of common stock and preferred stock, if any, that were authorized immediately prior to the Effective Time, and the authorization of the New Common Stock at the Effective Time. In all other respects, the Articles of Incorporation shall remain as in effect immediately prior to the Effective Time.

G. The Bylaws of the Surviving Corporation, as amended and as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation at and after the Effective Time.

H. The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation at and after the Effective Time.

I. The Surviving Corporation shall be responsible for the payment of all fees and taxes, if any, required by applicable law as a result of the merger.

[End of Composite Attachment]

* * * * *