

P93 0000 73792
McGLINCHEY STAFFORD
 A PROFESSIONAL LIMITED LIABILITY COMPANY

DERMOT S. McGLINCHEY (1933-1993)
 GRAHAM STAFFORD (1940-1987)
 SAMUEL LANG (1909-1999)

COLVIN G. NORWOOD, JR. (1)
 DAVID S. WILLENZIK (1)
 FRANK VOELKER, JR. (1)
 B. FRANKLIN MARTIN, III (1)
 E. FREDRICK PREIS, JR.
 MICHAEL H. RUBIN
 HENRI WOLBRETTE, III (1)
 SAMUEL E. SCOTT (10)
 WILLIAM V. DALYERES, JR. (1)
 CONSTANCE CHARLES WILLEMS (3)
 BENNET S. KOREN
 JAMES M. FANTACI
 KATHLEEN A. MANNING
 KENNETH A. WEISS (3)(5)(6)
 DONNA GUINN KLEIN (1)
 JAMES C. CRIGLER, JR.
 MICHAEL M. NOONAN
 RICHARD A. CURRY
 R. KEITH COLVIN
 MARY TERRELL JOSEPH
 J. PATRICK BEAUCHAMP
 RUDY J. CERONE (1)(7)
 JOEL W. MOHRMAN (2)(8)
 DAN E. WEST
 ANTHONY ROLLO
 CRAIG L. CAESAR
 RODOLFO J. AGUILAR, JR.
 STEPHEN P. STROMSCHNEIN (7)
 PAUL SLOCOMB WEST
 EVE B. MASINTER
 JOHN H. CLEGG
 STEPHEN W. RIDER

ERIC SHUMAN
 KATHLEEN K. CHARVET
 LAURA HOBSON BROWN
 STEPHEN C. EDDS (10)
 WILTON J. JOHNSON, III (10)
 MARK S. EDELMAN (18)(19)
 MARK D. HERBERT (10)
 CHARLES R. PENOT, JR.
 ERROL J. KING
 LAUREN A. WELCH
 JENNIFER L. DAVIS (2)
 THOMAS A. ROBERTS
 STEPHEN P. BEISER
 MICHAEL J. DEBLANC, JR.
 MARK N. BODIN
 RICHARD A. AGUILAR
 MARK N. MALLERY
 KEVIN L. O'DEA (4)
 S. JESS SPERRY
 J. SCOTT SHEEHAN (2)
 SAMUEL A. BACOT
 ARTHUR H. LEITH
 SUSAN M. TYLER (13)
 MONICA A. FROIS
 MICHAEL D. FERACHI
 WILLIAM S. MENDENHALL (10)
 WILLIAM HOLLY LEECH, SR. (10)
 DAPHNE MCNUTT
 LISA E. MAURER
 KATHERINE CONKLIN (5)(6)
 SUE HICKS FAIRBANK (10)
 ANITA LECHNER BOSCH
 DEBORAH J. BULLION (2)
 R. MARSHALL GRODNER
 ELIZABETH PALERMO BLITCH
 DEBORAH A. VAN METER

JOYCE L. SCHENEWERK (11)
 PATRICK J. O'CAIN
 DANIEL T. PLUNKETT
 ERIN FURY PARKINSON
 D. JEFFREY WAGNER (10)
 GARY G. HEBERT
 ERIC J. SIMONSON (4)
 J. MICHAEL CUTSHAW (3)
 CLARENCE E. ERIKSEN (2)
 JULIAN H. PANAGOS (2)
 ANN DE GROFF LEVINE
 A. KELTON LONGWELL (5)
 TIMOTHY W. LINDSAY (10)
 LAUREN Z. GARVEY
 JON ANN H. GIBLIN
 ELISKA M. PLUNKETT
 CYNTHIA L. KNIGHT
 F. SHERMAN BOUGHTON, JR.
 DEIRDRE C. McGLINCHEY
 DWAYNE C. JEFFERSON
 RENEE C. GLUTH
 S. SUZANNE MAHONEY
 EDWARD L. FENASCI (4)
 JOLIE S. LENZ (2)
 JULIA H. TERRY (14)
 STEPHANIE G. JOHN
 JEAN-PAUL PERRAULT
 SHANNON M. RICHARDS (2)
 LISA CHRISTINA BINGHAM (2)
 MINDY BRICKMAN PATRON
 DENISE LANGLOIS BROWN
 LANCE A. BOWLING
 MARK H. TYSON (10)
 AMY KEBERT ELDER (10)
 ASHLEY BYRD LOWE
 CLAUDE B. ANELLO (2)

CAROL M. LAFARGUE
 JOHN A. MARZULLO
 JAMES E. SWINNEN
 BETTY A. MALLET (10)
 CHRISTOPHER E. MOORE (8)
 B. AVEN BRUSER
 JAYE ANDRAS CAFFREY (5)
 VICTORIA A. STRINGFELLOW (10)
 LISA D. MUNYON
 MICHAEL G. HORNER
 ANDREW W. MARTIN, JR.
 MICHAEL LOUIS FANTACI
 LANEY M. VAZQUEZ (2)
 M. BRENT HICKS
 ANNE D. LE JEUNE
 DANIEL LIM (2)
 P. WAYNE PICKERING (2)
 CHRISTOPHER M. WAPPEL
 LOU ANNE HILLMAN
 ELLEN STEMAN FANTACI
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 DEBORAH A. HOWELL
 LEO D. CONGENI
 LISA F. ANDERSON (10)
 GAYLE M. MCCONNELL (2)
 HEATHER REE SLAY (2)
 JAMES LEE BREAUX
 ADAM C. MCNEIL
 EMILY BLACK GREY
 JUSTON M. O'BRIEN
 M. LUCILLE ANDERSON (2)
 NATHALIE G. SIMON
 DAVID W. THOMPSON (15)(16)
 JILL D. PRUSSACK (10)
 SAMER AL-AZEM (2)
 SARAH NEY

CLINTON D. HOWIE
 OF COUNSEL:
 JOE GIARRUSSO, JR.
 MARGARET G. DIAMOND
 MARY LYNN FRIEDMAN
 RODNEY G. ELLIS (2)
 ALAN L. MOORE (10)
 LARRY L. MURRAY
 DEBORAH DUPLACHIN HARKINS
 BETH L. ORLANSKY (10)
 ARTHUR J. ROTATORI (15)

(1) LAW CORPORATION
 (3) MEMBER OF TEXAS BAR
 (3) MEMBER OF LOUISIANA AND
 DISTRICT OF COLUMBIA BARS
 (4) MEMBER OF LOUISIANA AND TEXAS BARS
 (5) BOARD CERTIFIED TAX ATTORNEY
 LOUISIANA BOARD OF LEGAL SPECIALIZATION
 (6) BOARD CERTIFIED ESTATE PLANNING
 AND ADMINISTRATION SPECIALIST
 LOUISIANA BOARD OF LEGAL SPECIALIZATION
 (7) BOARD CERTIFIED BUSINESS BANKRUPTCY LAW
 LOUISIANA BOARD OF LEGAL SPECIALIZATION
 (8) MEMBER OF LOUISIANA AND TENNESSEE BARS
 (9) BOARD CERTIFIED CIVIL TRIAL LAW
 TEXAS BOARD OF LEGAL SPECIALIZATION
 (10) MEMBER OF MISSISSIPPI BAR
 (11) MEMBER OF LOUISIANA AND CALIFORNIA BARS
 (12) MEMBER OF ILLINOIS BAR
 (13) MEMBER OF LOUISIANA AND FLORIDA BARS
 (14) MEMBER OF LOUISIANA AND MISSISSIPPI BARS
 (15) MEMBER OF OHIO BAR
 (16) MEMBER OF KENTUCKY BAR
 ALL OTHERS LOUISIANA BAR

NEW ORLEANS

HOUSTON

BATON ROUGE

JACKSON

CLEVELAND

LAKE PROVIDENCE

Florida Department of State
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

DEAN ONB TOWER, SUITE 807

130 DESIARD STREET MONROE, LA 71201

http://www.mcglinchey.com

December 20, 2001

(318) 651-0807

FAX (318) 651-0809

jcrigler@mcglinchey.com

Re: *Bonita Brake, Inc.*

Dear Sir or Madam:

Please find enclosed the Articles of Merger, Plan of Merger and supporting documents for Bonita Brake, Inc. (the merging corporation) and Bonita Brake Louisiana, Inc. (the surviving corporation). Additionally, we have enclosed our firm check in the amount of \$81.75. Please return a certified copy of these filings in the enclosed self-addressed stamped envelop.

Thank you very much for your help and cooperation. If you have any questions, please do not hesitate to call us.

Yours truly,

McGLINCHEY STAFFORD, PLLC

BY:

JAMES C. CRIGLER, JR.

JCCjr:har

cc: Harold Fitts

02 FEB -01 PM 3:26
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Ymergr
 ac
 2-6-02

ARTICLES OF MERGER
Merger Sheet

MERGING:

BONITA BRAKE, INC., A FL CORP #P93000073792

INTO

BONITA BRAKE LOUISIANA, INC. A NON-QUALIFIED LOUISIANA CORP.
entity not qualified in Florida

File date: February 6, 2002

Corporate Specialist: Anna Chesnut

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>
Bonita Brake Louisiana, Inc.	Louisiana

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Bonita Brake, Inc.	Florida

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 _____ (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 October 25, 2001. See attached copy of Unanimous Consent of Shareholder of Bonita Brake Louisiana, Inc.

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 October 25, 2001. See attached copy of Unanimous Consent of Shareholder of Bonita Brake, Inc.

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

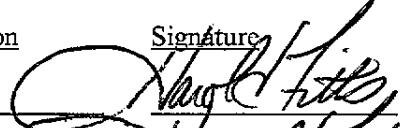
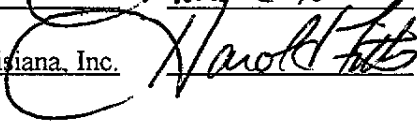
Seventh: The surviving entity, Bonita Brake Louisiana, Inc., is a business entity formed, organized, or incorporated under the laws of a state other than Florida:

1. Its principal office is located at 130 Desiard Street, Suite 807, Monroe, Louisiana 71201.
2. Bonita Brake Louisiana, Inc. appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. Bonita Brake Louisiana, Inc. agrees to promptly pay to the dissenting shareholders of each Florida corporation that is a party to the merger the amount, if any, to which they are entitled under section 607.1302, F.S.

Eighth: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Bonita Brake, Inc.</u>		<u>Harold Fitts, Secretary and Director</u>
<u>Bonita Brake Louisiana, Inc.</u>		<u>Harold Fitts, Secretary and Director</u>

UNANIMOUS CONSENT OF SHAREHOLDER OF
BONITA BRAKE, INC. AUTHORIZING MERGER

By unanimous consent the Joint Agreement of Merger, a copy of which is attached hereto, between and Bonita Brake Louisiana, Inc. and Bonita Brake, Inc. be, and the same is hereby approved in all respects in the form submitted.

Resolved further that Directors and Officers of the Corporation are authorized to take such actions and to execute, deliver, and file such documents as may be necessary or appropriate to carry out the plan of Merger.

ART TRUST, SOLE STOCKHOLDER OF BONITA
BRAKE, INC.

BY: _____

HELMUTH MEYER

UNANIMOUS CONSENT OF SHAREHOLDER OF
BONITA BRAKE LOUISIANA, INC. AUTHORIZING MERGER

By unanimous consent the Joint Agreement of Merger, a copy of which is attached hereto, between and Bonita Brake, Inc. and Bonita Brake Louisiana, Inc. be, and the same is hereby approved in all respects in the form submitted.

Resolved further that Directors and Officers of the Corporation are authorized to take such actions and to execute, deliver, and file such documents as may be necessary or appropriate to carry out the plan of Merger.

ART TRUST, SOLE STOCKHOLDER OF BONITA
BRAKE, INC.

BY: _____


HELMUTH MEYER

ACKNOWLEDGMENT

On this 25 day of October, 2001 before me, personally came and appeared Helmuth Meyer, President of Bonita Brake Louisiana, Inc. who being duly sworn did depose and say that he is the President of Bonita Brake Louisiana, Inc., the Corporation described in and which execute the foregoing instrument as its free act and deed, and he signs his name hereto by order of the Board of Directors of said corporation.

H. Meyer, President
Helmuth Meyer

Notariat Turbenthal

Notary Public or other official authorized to accept oaths.

Roland Berweger
Notariatsassistent

ACKNOWLEDGMENT

On this 25 day of October, 2001 before me, personally came and appeared Helmuth Meyer, President of Bonita Brake, Inc. who being duly sworn did depose and say that he is the President of Bonita Brake, Inc., the Corporation described in and which execute the foregoing instrument as its free act and deed, and he signs his name hereto by order of the Board of Directors of said corporation.

H. Meyer, President
Helmuth Meyer

Notariat Turbenthal

Notary Public or other official authorized to accept oaths.

Roland Berweger
Notariatsassistent

Ämliche Beglaubigung

Die Echtheit der vorstehenden, vor uns gezeichneten Unterschrift von

Herrn Helmuth Meyer, geb. 8.10.1936, von Basel und Werthenstein LU, wohnhaft in 6319 Allenwinden, Neu Rössli, welcher sich durch Identitätskarte ausweist, wird amlich bezeugt.

Turbenthal, 25. Oktober 2001

B Nr. 134

Gebühr: Fr. 20.--



NOTARIAT TURBENTHAL

R. Berweger
Roland Berweger, Notariatsassistent

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>
Bonita Brake Louisiana, Inc.	Louisiana

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Bonita Brake, Inc.	Florida

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

See attached merger agreement.

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:

- (a) All shares of common stock of the Surviving Corporation now authorized and issued and outstanding shall remain outstanding and shall not be affected by the Merger.
- (b) Each share of Common Stock of the Merged Corporation issued and outstanding on the Effective Date shall forthwith be converted into one (1) share of the Common Stock of the Surviving Corporation and each holder of Common Stock of the Merged Corporation, upon presentation and surrender to the Surviving Corporation of the certificate or certificates representing such stock of the Merged Corporation, shall be entitled to receive in exchange therefor certificates representing shares of Commons Stock of the Surviving Corporation on the basis herein provided.

Fifth: The Articles of Incorporation of the Surviving Corporation are not altered or otherwise affected by virtue of the merger. The By-Laws of the Merged Corporation shall become the By-Laws of the Surviving Corporation.

For all other provisions relating to the merger, see attached merger agreement.

MERGER AGREEMENT

This Merger Agreement, effective the 20th day of August, 2001 entered into pursuant to the provisions of Section 112 of the Louisiana Business Corporation law, by and between all of the directors of Bonita Brake Louisiana, Inc. (hereinafter referred to as the "Surviving Corporation") and all of the directors of Bonita Brake, Inc. (hereinafter referred to as the "Merged Corporation").

WITNESSETH:

WHEREAS, the parties hereto desire that the Merged Corporation be merged into the Surviving Corporation pursuant to this Merger Agreement (the "Agreement") provided for such merger (the "Merger"), on the date and at the time provided herein (the "Effective Date"), and

WHEREAS, the Agreement provides for the issuance of shares of the surviving corporation stock ("Stock") upon the merger being effective;

Now therefore, in consideration of the premises and of the mutual representations, warranties, and covenants herein contained, the parties hereby agree as follows:

ARTICLE I

CONDITIONS PRECEDENT

1.01 This Agreement is effective only if approved by the shareholders of both the Surviving Corporation and the Merged Corporation. If the shareholders of each corporation approve this Agreement by the vote required by Section 112C of the Louisiana Business Corporation Law, the fact of such approval shall be certified hereon by the secretary or assistant secretary of each corporation, and this Agreement is approved and certified shall be signed and acknowledged by the president or vice-president of each corporation.

1.02 This Agreement, when and if so approved, certified, signed and acknowledged, shall be delivered to the Secretary of State of Louisiana for filing and recording, and a copy of the

Certificate of Merger issued by the Secretary of State, certified by him, shall be filed for record in the Office of the Recorder of Mortgages in each Parish in this State in which either corporation has its registered office, and shall also be recorded in the Conveyance Records of each Parish in this State in which either corporation has immovable property, title to which will be transferred as a result of the merger.

1.03 As provided in Section 114 of the Louisiana Business Corporation Law; the merger shall be effective as of the date (the "Effective Date") when this Agreement is filed with the Secretary of State, as aforesaid.

1.04 On the Effective Date the Surviving Corporation shall issue and deliver to the shareholders of the Merged Corporation the number of shares set out opposite the name of such shareholders on Exhibit A in accordance with this Agreement.

ARTICLE II

EFFECT OF MERGER

2.01 Upon the consummation of the merger as hereinabove provided (the "Effective Date"), the effect of the merger shall be that established by Section 115 of the Louisiana Business Corporation Law, and without limitation thereof, shall include the following.

- (a) The Surviving Corporation and the Merged Corporation shall be one corporation, which shall be the Surviving Corporation, and which shall survive the merger for that purpose.
- (b) The separate existence of the Merged Corporation shall cease.
- (c) The Surviving Corporation shall possess all the rights, privileges, and franchises previously possessed by it, and those possessed by the Merged Corporation;
- (d) All of the property and assets of whatsoever kind or description of the Merged Corporation, and all debts due on whatever account to it, shall be taken and be

deemed to be transferred to and vested in the Surviving Corporation without further act or deed.

- (e) The Surviving Corporation shall be responsible for all the liabilities and obligations of the Merged corporation.

ARTICLE III

MANNER OF CONVERSION OF SHARES

3.01 The manner and basis of converting the shares of the Merged Corporation into shares of the Surviving Corporation shall be as follows:

- (a) All shares of common stock of the Surviving Corporation now authorized and issued and outstanding shall remain outstanding and shall not be affected by the Merger.
- (b) Each share of Common Stock of the Merged Corporation issued and outstanding on the Effective Date shall forthwith be converted into one (1) share of the Common Stock of the Surviving Corporation and each holder of Common Stock of the Merged Corporation, upon presentation and surrender to the Surviving Corporation of the certificate or certificates representing such stock of the Merged Corporation, shall be entitled to receive in exchange therefor certificates representing shares of Common Stock of the Surviving Corporation on the basis herein provided.

ARTICLE IV

ARTICLES OF INCORPORATION AND BY LAWS OF SURVIVING CORPORATION

4.01 The Articles of Incorporation of the Surviving Corporation are not altered or otherwise affected by virtue of the merger. The By Laws of the Merged Corporation shall become the By Laws of the Surviving Corporation.

ARTICLE V

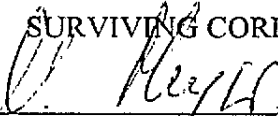
GENERAL

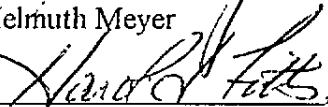
5.01 Additional Instruments. The parties hereto shall deliver or cause to be delivered the Effective Date, and at such other times and places as shall be reasonably agreed on, such additional instruments as any party may reasonably request for the purpose of carrying out this Agreement.

5.02 This Agreement shall be construed in accordance with the laws of the State of Louisiana.

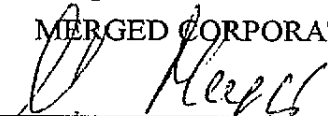
IN WITNESSES WHEREOF, a majority of the Board of Directors of each corporation has signed this Agreement on this 20th day of August, 2001.


SURVIVING CORPORATION


Helmuth Meyer, Director


Harold Fitts, Director

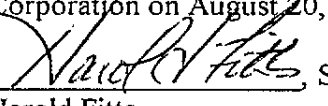
MERGED CORPORATION


Helmuth Meyer, Director


Harold Fitts, Director

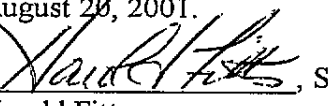
CERTIFICATE

The undersigned Secretary of Bonita Brake Louisiana, Inc., (the "Surviving Corporation"), hereby certifies that the above Merger Agreement was adopted by a majority of the Board of Directors of the Surviving Corporation on August 20, 2001.


Harold Fitts, Secretary

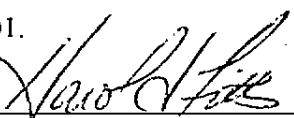
CERTIFICATE

The undersigned Secretary of Bonita Brake, Inc., (the "Merged Corporation"), hereby certifies that the above Merger Agreement was adopted by a majority of the Board of Directors of the Merged Corporation on August 20, 2001.


Harold Fitts, Secretary


CERTIFICATE

The undersigned, Secretary of Bonita Brake Louisiana, Inc. (the "Surviving Corporation") hereby certifies that the Merger Agreement was adopted by unanimous consent of the shareholders of the corporation on August 20, 2001.


Harold Fitts, Secretary

CERTIFICATE

The undersigned, Secretary of Bonita Brake, Inc. (the "Merged Corporation") hereby certifies that the Merger Agreement was adopted by unanimous consent of the shareholders of the corporation on August 20, 2001.


Harold Fitts, Secretary