

P94000048946

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

**KISSIMMEE CYCLE & WATERCRAFT, INC., a Florida corporation
P94000048946**

INTO

EARTH MOTORS, INC., a Florida corporation, H08350.

File date: December 31, 1996 , effective January 1, 1997

Corporate Specialist: Annette Hogan