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EFFECTIVE DATE
12-31-00

MERGER OR SHARE EXCHANGE

ENGINE DISTRIBUTORS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$113.75

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHERN ENGINES INC., a Florida corporation, document number
P94000090706

ENGINE DISTRIBUTORS INC., II, a North Carolina corporation, not qualified in
Florida

INTO

ENGINE DISTRIBUTORS, INC.. a New Jersey corporation not qualified in
Florida

File date: December 29, 2000, effective December 31, 2000

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 2, 2001

SOUTHERN ENGINES INC.
C/O 332 S. 17TH STREET
CAMDEN, NJ 08105SUBJECT: SOUTHERN ENGINES INC.
REF: P94000090706

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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There is no comma in the name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section AdministratorFAX Aud. #: H00000067603
Letter Number: 601A00000037

CERTIFICATE OF MERGER
OF

SOUTHERN ENGINES INC.,
a corporation organized and existing under the laws of the State of Florida
and
ENGINE DISTRIBUTORS INC., II,
a corporation organized and existing under the laws of the State of North Carolina
into
ENGINE DISTRIBUTORS, INC.,
a corporation organized and existing under the laws of the State of New Jersey

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TALLAHASSEE, FLORIDA

TO: Secretary of State
State of New Jersey

Secretary of State
State of Florida

Secretary of State
State of North Carolina

RECEIVED DATE
12-31-00

Pursuant to the pertinent provisions of Chapter 10 of the New Jersey Business Corporation Act, Section 607.1101, *et. seq.* of the Florida Business Corporation Act and Article 11 of the North Carolina Business Corporation Act, the undersigned corporations hereby execute the following Certificate of Merger.

ARTICLE I

A. SOUTHERN ENGINES INC., a corporation organized and existing under the laws of the State of Florida, shall be merged with and into **ENGINE DISTRIBUTORS, INC.,** a corporation organized and existing under the laws of the State of New Jersey, which is referred to hereafter as the Surviving Corporation.

B. ENGINE DISTRIBUTORS INC., II, a corporation organized and existing under the laws of the State of North Carolina, shall be merged with and into **ENGINE DISTRIBUTORS, INC.,** a corporation organized and existing under the laws of the State of New Jersey, which is referred to hereafter as the Surviving Corporation.

ARTICLE II

The Plan of Merger attached as Exhibit A hereto was approved by each of the undersigned corporations by the unanimous vote of all shareholders and all directors of each corporation on December 28, 2000.

ARTICLE III

As to each corporation whose shareholders are entitled to vote the number of shares entitled to vote is as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Entitled to Vote</u>
Engine Distributors, Inc.	200
Southern Engines Inc.	100
Engine Distributors Inc., II	100

ARTICLE IV

A. As to each corporation, the Plan of Merger was approved by unanimous vote of all shareholders and directors of each such corporation pursuant to business corporation laws of the respective state of organization of such corporation. No shares voted against the Plan of Merger.

B. As to Southern Engines Inc., shareholder approval was required for the merger and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina Corporation Business Act.

C. As to Engine Distributors, Inc. II, shareholder approval was required for the merger and the plan of merger was approved by the shareholders as required by Section 607.1105 of the Florida Business Corporation Act.

ARTICLE V

A. The Plan of Merger is permitted by the laws of the state of incorporation of each corporation, which is a party to the Plan of Merger.

B. As to each corporation, the Plan of Merger was approved in accordance with the laws of the state of incorporation of such corporation.

ARTICLE VI

The merger shall take effect on December 31, 2000.

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IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by its president as of the 28th day of December, 2000.

ENGINE DISTRIBUTORS, INC.

By: 

F. GLENN CUMMINS, Jr., President

SOUTHERN ENGINES INC.

By: 

F. GLENN CUMMINS, Jr., President

ENGINE DISTRIBUTORS, INC.

By: 

F. GLENN CUMMINS, Jr., President

(H00000067603 1)

PLAN OF MERGER

OF

SOUTHERN ENGINES INC.,

a corporation organized and existing under the laws of the State of Florida
and

ENGINE DISTRIBUTORS, INC., II

a corporation organized and existing under the laws of the State of North Carolina
into

ENGINE DISTRIBUTORS, INC.,

a corporation organized and existing under the laws of the State of New Jersey

Pursuant to the pertinent provisions of Chapter 10 of the New Jersey Business Corporation Act, Section 607.1101, *et seq.* of the Florida Business Corporation Act and Article 11 of the North Carolina Business Corporation Act, the undersigned corporations hereby agree to the following Plan of Merger pursuant to which **SOUTHERN ENGINES INC.**, shall be merged with and into **ENGINE DISTRIBUTORS, INC.** and **ENGINE DISTRIBUTORS INC., II**, shall be merged with and into **ENGINE DISTRIBUTORS, INC.**

(a) The names of the Corporations proposing to merge are **SOUTHERN ENGINES INC.**, a corporation organized and existing under the laws of the State of Florida and **ENGINE DISTRIBUTORS INC., II**, a corporation organized and existing under the laws of the State of North Carolina (hereafter the "Merging Corporations") and **ENGINE DISTRIBUTORS, INC.**, a corporation organized and existing under the laws of the State of New Jersey. The Merging Corporations shall merge into **ENGINE DISTRIBUTORS, INC.**, and **ENGINE DISTRIBUTORS, INC.** shall be, and is referred to hereafter as, the "Surviving Corporation." The Merging Corporations and the Surviving Corporation are together referred to as the "Constituent Corporations."

(b) The terms and conditions of the proposed merger are as follows:

1. Upon the effective date of the merger as set forth in a Certificate of Merger to be filed, the separate corporate existence of each Merging Corporation shall cease and the Surviving Corporation shall become the owner, without other transfer, of all of the rights and property of the Constituent Corporations and shall become subject to all of the debts and liabilities of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them.

2. The Certificate of Incorporation of **ENGINE DISTRIBUTORS, INC.**, shall be the Certificate of Incorporation of the Surviving Corporation.

(c) The method of converting the shares of the merging corporations into shares of the Surviving Corporation shall be as follows:

1. The shares of common stock of **ENGINE DISTRIBUTORS, INC.**, issued and outstanding on the effective date of the merger shall continue to be issued and outstanding.

2. The shares of common stock of each Merging Corporation, held by their respective Shareholders on the effective date of the merger, shall be changed and converted into that number of shares of common stock of the Surviving Corporation which shall have a fair market value (as determined by the independent accounts of the Surviving Corporation) which is equal to the fair market value of the shares of such Merging Corporation. The Surviving Corporation shares shall thereafter be issued and outstanding. After the effective date of the merger, the Shareholders shall surrender to the Surviving Corporation their certificates for shares of the Merging Corporation and shall receive in exchange therefor certificates for shares of the Surviving Corporation.

(d) The following additional provisions also apply to the proposed merger.

1. The By-Laws of the Surviving Corporation shall survive the merger and shall be in effect until amended according to the provisions thereof.

2. The following persons shall be the officers of the Surviving Corporation upon the effective date of the merger:

<u>Name</u>	<u>Title</u>
F. Glenn Cummins, Jr.	President, Secretary and Treasurer

Such person shall hold such offices until his successors are elected.

3. Each Merging Corporation and its officers and directors will execute any writings which may be required subsequent to the merger to transfer to the Surviving Corporation, for purposes of a record or for other purposes, title to any assets or rights held by such Merging Corporation.

4. Neither the Merging Corporations nor the Surviving Corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business except as contemplated by this Plan of Merger.

5. The directors of a Constituent Corporation may, as provided by law, abandon this merger at any time before the merger has been completed.