

P95000027489

The Tactical Resource Group
345 Cornhill Court
Westerville, Ohio 43081-2775
Telephone: (614) 895-5302
Facsimile: (614) 895-7364

FILED
99 OCT -5 AM 8:45
TALLAHASSEE, FLORIDA
Larry K. Carnahan, Esq.
Managing Director

September 28, 1999

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

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-10/05/99--01013--011
*****43.75 *****43.75

RE: Articles and Plan of Merger between Diablo, Inc., a Florida profit corporation (the "Survivor") and Phantom Motors, Inc., a Florida profit corporation (the "Merging Corporation")

Gentlemen:

Attached are originals of both the Articles of Merger and Plan of Merger under which the wholly owned subsidiary of the Survivor will merge with and into the Survivor. Also enclosed is a copy of the corporate legislation of each participant of the merger.

We also enclose file copies of each of the above referenced documents so that your office may time stamp them and return them to the undersigned in the enclosed self-addressed, stamped envelope.

We further enclose our check in the amount of \$ 43.75 that represents the filing fee of \$ 35 along with the fee to receive a certified copy for return to us at the above address.

If you have any questions, please contact the undersigned at the above address.

Very truly yours,
The Tactical Resource Group

Merger
10-18-99
PMS

By: 
Larry K. Carnahan, Managing Director

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-10/18/99--01005--013
*****35.00 *****35.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

PHANTOM MOTORS, INC., a Florida corporation, P98000015624

INTO

DIABLO, INC., a Florida entity, P95000027489

File date: October 5, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

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TALLAHASSEE, FLORIDA

- FIRST:** The name and jurisdiction of the surviving corporation are: Diablo, Inc. which is a Florida profit corporation.
- SECOND:** The name and jurisdiction of the merging corporation are: Phantom Motors, Inc. which is Florida profit corporation.
- THIRD:** The Plan of Merger is attached to these articles of merger.
- FOURTH:** The merger of the merging corporation with and into the surviving corporation (the "Merger") shall become effective on the date these Articles of Merger are filed with the Florida Department of State.
- FIFTH:** Adoption of the Merger by the surviving corporation was made pursuant to unanimously adopted resolutions of both the shareholders and directors of Diablo, Inc. Such adoption and approval occurred at a properly convened joint meeting of the shareholders and directors of Diablo, Inc., that was held on September 16, 1999, where a quorum of both the shareholders and directors present. The notice of such joint meeting was in compliance with applicable law and the code of regulations of Diablo, Inc.
- SIXTH:** Adoption of the Merger by the merging corporation was made pursuant to unanimously adopted resolutions of both the shareholders and directors of Phantom Motors, Inc. Such adoption and approval occurred at a properly convened joint meeting of the shareholders and directors of Phantom Motors, Inc., that was held on September 16, 1999, where a quorum of both the shareholders and directors present. The notice of such joint meeting was in compliance with applicable law and the code of regulations of Phantom Motors, Inc.
- SEVENTH:** Signatures of the parties to the Merger are made on this the 17th day of September, 1999 by the duly authorized representatives of Diablo, Inc., the surviving corporation and Phantom Motors, Inc., the merging corporation.

Surviving Corporation:

Diablo, Inc.

By: Sarah Louella Schultz
Sarah Louella Schultz, President

By: Richard D. Schultz
Richard D. Schultz, Secretary

Merging Corporation:

By: Sarah Louella Schultz
Sarah Louella Schultz, President

By: Richard D. Schultz
Richard D. Schultz, Secretary

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, F.S.

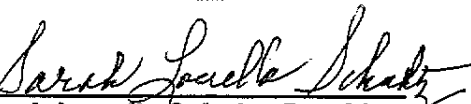
1. Diablo, Inc., a Florida for profit corporation (the "Surviving Corporation") owns all of the issued and outstanding shares of Phantom Motors, Inc., a Florida for profit corporation (the "Merging Corporation"). The Merging Corporation has only common share authorized and issued.
2. The shares of the Merging Corporation shall be cancelled upon the effective date of the Merger. The sole holder of the Merging Corporation's shares, the Surviving Corporation, shall receive no consideration in exchange for such cancellation, except the direct ownership of all the Merging Corporation's assets, properties and rights, subject to all indebtedness, liabilities and obligations of the Merging Corporation.
3. The board of directors of the Surviving Corporation, immediately prior to the effective date of the Merger shall remain the board of the directors of Surviving Corporation, immediately following the effective date of the Merger.
4. The officers of the Surviving Corporation shall remain the same as they existed prior to the Merger.
5. The Articles of Incorporation and Code of Regulations of the Surviving Corporation immediately prior to the effective date of the Merger shall remain the Articles of Incorporation and Code of Regulations of Surviving Corporation, immediately following the effective date of the Merger.
6. The adoption of the Merger and this Plan of Merger shall be adopted pursuant to joint action of the shareholders and directors of both the Surviving Corporation and the Merging Corporation in accordance with applicable law.

Surviving Corporation

By: 
Sarah Louella Schultz, President

By: 
Richard D. Schultz, Secretary

Merging Corporation

By: 
Sarah Louella Schultz, President

By: 
Richard D. Schultz, Secretary

**MINUTES OF THE JOINT MEETING OF THE
SHAREHOLDERS AND DIRECTORS
OF
DIABLO, INC.**

September 16, 1999

The joint meeting of the sole shareholder of Diablo, Inc., a Florida profit corporation (the "Company"), The Delbert A. Schultz Revocable Trust dated December 21, 1994, and the directors of the Company, Sarah Louella Schultz and Richard D. Schultz, was called to order by the Company's president, Sarah Louella Schultz, at 10:00 a.m. of September 16, 1999 at the Company's offices. Ms. Schultz was advised that the sole shareholder and the directors had all received a proper notice of this meeting in compliance with the Company's articles of incorporation, code of regulation and in accordance with applicable law. Ms. Schultz observed that the sole shareholder and both directors were present and, with a quorum of both the shareholders and directors present, this joint meeting of the shareholder and directors of the Company could lawfully proceed.

PLAN OF MERGER

RESOLVED, that the form, terms, conditions and provisions of the Plan of Merger (the "Agreement") by and between the Company and Phantom Motors, Inc., a Florida profit corporation and a wholly owned subsidiary of the Company ("PMI"), which is fully incorporated herein by this reference and made part hereof as if set forth herein (a copy of which has been presented to and reviewed by the shareholder and directors) providing for the merger (the "Merger") of PMI with and into the Company, pursuant to which the PMI shareholder shall receive no consideration other than the assets, property and rights of PMI subject to all indebtedness, obligations and liabilities of PMI shall be, and the same hereby is, adopted;

APPROVAL OF MERGER

FURTHER RESOLVED, that the merger by and between PMI and the Company as contemplated by the Agreement shall be, and the same hereby is, adopted and approved;

FURTHER RESOLVED, that the officers of the Company, and each of them, shall be, and they hereby are, authorized to execute, to deliver, and to file with the Department of State of the State of Florida and any other governmental agency with which applicable law requires such execution, delivery and filing, Articles of Merger (and such other similar instruments as may be

required by other states having jurisdiction over the Merger) evidencing the adoption and approval of the Merger and the Agreement by the Shareholder and the Directors;

MODIFICATIONS

FURTHER RESOLVED, that the officers of the Company, and each of them, shall be, and they hereby authorized in the name and on behalf of the Company, to make such additions, modifications or deletions to the forms, terms, conditions and provisions of the documents, agreements, and instruments referred to in the foregoing resolutions, as any one or more of them determine to be consistent with the best interests of the Company, with any such determination and authorization thereof by the shareholder and the directors to be conclusively evidenced by the execution and delivery of such documents, agreements and instruments, with such additions, modifications and deletions;

RATIFICATION OF PAST ACTIONS

FURTHER RESOLVED, that any and all actions heretofore taken by or on behalf of the officers, directors, employees or agents of the Company in connection with the foregoing resolutions, shall be, and the same hereby are, adopted, approved, ratified and confirmed on behalf of the Company;

GENERAL ENABLING AUTHORIZATION

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred, the officers of the Company, and each of them, shall be, and they hereby are, authorized in the name and on behalf of the Company to take any and all further actions, including but not limited to, the negotiation, execution, delivery and filing of documents, instruments and agreements, as the officers deem necessary, convenient or desirable, in order to give effect to, and to perform and consummate the Merger and the transactions contemplated thereby, by the foregoing resolutions, with such execution and delivery of any such documents, instruments and agreements, or the taking of any such action to be conclusively evidenced by the approval of the officer or officers so acting and the authorization of the Shareholder and the Directors to so act; and

FILING ACTIONS

FURTHER RESOLVED, that this writing be filed with the records of the Company.

IN WITNESS WHEREOF, the undersigned has executed these actions effective as of the date first above written.


Richard D. Schultz, Secretary