

P45000061303
WILSON, WILSON & LONG, P. A.
ATTORNEYS AT LAW

PALM HARBOR, FL 34684
81000 U. S. HIGHWAY 10 NORTH
(813) 705-7070

NEW PORT RICHEY, FL 34654
PARCO OFFICE CENTER
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(813) 849-0111

TELECOPIER: (813) 705-9700

DENNIS H. LONG
BETH S. WILSON
WARREN A. WILSON, III
ARNELLE M. STRAND

MAILING ADDRESS:
P. O. BOX 1020
PALM HARBOR, FL 34683-1020

July 26, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

300001548453
-07/28/95--01027--012
******122.50 ****122.50**

Re: PHANTOM MOTORS, INC.

Dear Sir,

Enclosed please find the original and one copy of the Articles of Incorporation of the above-named corporation, together with the Certificate Designating Registered Agent and Street Address for Service of Process Within Florida. Also enclosed is a check in the amount of \$122.50 to cover the following fees:

1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent
3. \$52.50 - Certified copy

Please certify the enclosed copy of the Articles of Incorporation and return the same to me.

Thank you very much for your cooperation in this matter.

Very truly yours,

WILSON, WILSON & LONG, P.A.

Warren A. Wilson, III

WAW:tmc
Enclosures

m:corp/phantom,lr

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statute 48.091, PHANTOM MOTORS, INC., desiring to organize under the laws of the State of Florida, hereby designates WARREN A. WILSON, III, located at 31608 U.S. Highway 19 North, Palm Harbor, Florida, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: July 26th, 1995



WARREN A. WILSON, III



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 1, 1995

WILSON, WILSON & LONG PA
POST OFFICE BOX 1020
PALM HARBOR, FL 34682-1020

SUBJECT: PHANTOM MOTORS, INC.
Ref. Number: W95000015409

We have received your document for PHANTOM MOTORS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 895A00036194

ARTICLES OF INCORPORATION
OF
PHANTOM MOTORS, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I - NAME

The name of this corporation is PHANTOM MOTORS, INC.

ARTICLE II - TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida as presently enacted and as it may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall all be of one class of Common Shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is at 31608 U.S. Highway 19 North, Palm Harbor, Florida 34684, and the name of the initial registered agent of this corporation at that address is WARREN A. WILSON, III.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business for this corporation has not been established at this time; the mailing address is 31608 U.S. Highway 19 North, Palm Harbor, Florida 34684.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of this corporation in the manner provided by law, but shall never be less than one (1). The name and street address of the initial director of this corporation who shall serve until a successor is duly elected and qualified is:

<u>Name</u>	<u>Address</u>
DELBERT A. SCHULTZ	31608 U.S. Highway 19 North Palm Harbor, Florida 34684

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
WARREN A. WILSON, III	31608 U.S. Highway 19 North Palm Harbor, Florida 34684

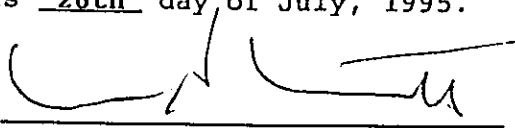
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of July, 1995.

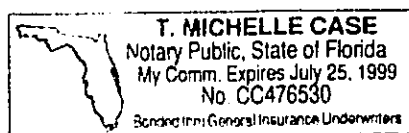

WARREN A. WILSON, III

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26th day of July, 1995, by Warren A. Wilson, III, who is personally known to me.


Notary Public

mccoy/phantom.ari



P95000061303

WILSON, WILSON & LONG, P. A.
ATTORNEYS AT LAW

PALM HARBOR, FL 34684
81000 U. S. HIGHWAY 10 NORTH
(813) 705-7070

NEW PORT RICHEY, FL 34664
PANCO OFFICE CENTER
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SUITE 1
(813) 840-0111

TELECOPIER: (813) 705-8708

DENNIS R. LONG
BETH S. WILSON
WARREN A. WILSON, III
AIMELE M. STRAND

June 5, 1996

MAILING ADDRESS:
P. O. BOX 1020
PALM HARBOR, FL 34682-1020

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-06/24/96--01111--023
*****70.00 *****70.00

Corporate Records Bureau
Attn: Amendment Section
Florida Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Merger of Phantom Motors, Inc., an Ohio corporation into Phantom
Motors, Inc., a Florida corporation

Dear Sirs,

Enclosed please find the original and one copy of the Articles of Merger and a copy of the Merger Plan. Also enclosed is a check in the amount of \$70.00 to cover the filing fee. Please certify the enclosed copy of the Articles of Merger and return a copy to our office. Please contact our office if you have any questions or problems.

Thank you very much for your cooperation in this matter.

Sincerely,

WILSON, WILSON & LONG, P.A.

Warren A. Wilson, III

WAW:lmq
Enclosures

m-c/wp/corp/phantom.mlt

FILED
96 JUN 10 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JUN 10 AM 8:20
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PHANTOM MOTORS, INC., an Ohio corporation not qualified in Florida

INTO

PHANTOM MOTORS, INC., a Florida corporation, P95000061303.

File date: June 10, 1996

Corporate Specialist: Steven Harris

MERGER PLAN

Plan of merger dated August 15th, 1995, between PHANTOM MOTORS, INC. (Ohio), an Ohio corporation, referred to as the absorbed corporation and PHANTOM MOTORS, INC. (Florida), a Florida corporation, referred to as the surviving corporation.

STIPULATIONS

A. PHANTOM MOTORS, INC. (Florida) is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2255 Glades Road, Suite 324 A, Boca Raton, Florida 33431 and is qualified to transact business in the State of Florida.

B. PHANTOM MOTORS, INC. (Florida), has a capitalization of 7, 500 authorized shares of common stock, of which 100 shares are issued and outstanding.

C. PHANTOM MOTORS, INC. (Ohio) is a corporation organized and existing under the laws of the State of Ohio with its principal office at 2323 Lake Club Drive, Columbus, Ohio, and is qualified to do business in the State of Ohio.

D. PHANTOM MOTORS, INC. (Ohio) has a capitalization of 500 authorized shares of no par value common stock of which 100 shares are issued and outstanding.

E. The board of directors of the constituent corporation deem it desirable and in the best business interests of the corporations and their shareholders that PHANTOM MOTORS, INC. (Ohio) be merged into PHANTOM MOTORS, INC. (Florida) pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporations Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

IN CONSIDERATION of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. PHANTOM MOTORS, INC. (Ohio) shall merge with and into PHANTOM MOTORS, INC. (Florida), which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of the creditors, nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, *rights, obligations and other securities*, of the surviving corporation is as follows:

A. Each share of the no par value common stock of PHANTOM MOTORS, INC. (Ohio) issued and outstanding on the effective date of the merger shall be converted into ONE shares of the \$1.00 common stock of PHANTOM MOTORS, INC. (Florida), which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

B. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporations, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interest.

C. Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger or are amended and changed as follows:

Section Five. Changes in By-Laws. The By-Laws of the surviving corporation shall continue to be its by-laws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before September 29th, 1995, or at such time as to which the board of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when the articles of merger are filed by the Florida Department of State.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

A. If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before September 29th, 1995; or

B. If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

ATTEST:

Lowell Schultz
Secretary

"ABSORBED CORPORATION"
PHANTOM MOTORS, INC. (Ohio)

By

Delbert Schultz
President

ATTEST:

Lowell Schultz
Secretary

"SURVIVING CORPORATION"
PHANTOM MOTORS, INC. (Florida)

By

Delbert Schultz
President

m-c:gmt/phantom.ma

FILED
96 JUN 10 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

These Articles of Merger entered into this 1st day of May, 1996, between PHANTOM MOTORS, INC., an Ohio corporation, (hereinafter called the Ohio Company), and PHANTOM MOTORS, INC., a Florida corporation, (hereinafter called the Florida Company).

WITNESSETH:

WHEREAS the Ohio Company has an authorized capital stock consisting of 500 shares of Common Stock, no par value, of which 100 shares have been duly issued and are now outstanding; and

WHEREAS the Florida Company has an authorized capital stock consisting of 7,500 shares of Common Stock, par value \$1.00 per share, of which 100 shares were duly issued and outstanding; and

WHEREAS the Boards of Directors of the Ohio Company and the Florida Company, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the Florida Company merge with the Ohio Company under and pursuant to the provisions of the Florida Business Corporation Act and the General Corporation Law of Ohio; and

WHEREAS, the respective shareholders of the Florida Company and the Ohio Company have approved the terms and conditions of the merger.

NOW, therefore, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. Approval. On May 1, 1996, the directors of the Florida Company and the directors of the Ohio Company unanimously adopted and approved these Articles of Merger by Written Consents to Action, each dated May 1, 1996. These Articles of Merger were unanimously approved in their entirety by the shareholders of both the Ohio Company and the Florida Company by Written Consents to Action, each dated May 1, 1996.
2. Merger. The Ohio Company shall be and hereby is merged into the Florida Company.
3. Effective Date. These Articles of Merger shall become effective immediately upon compliance with the laws of the States of Ohio and Florida, the time of such effectiveness being hereinafter called the Effective Date.
4. Surviving Corporation. The Florida Company shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of the Ohio Company shall cease forthwith upon the Effective Date.
5. Authorized Capital. The authorized capital stock of the Florida Company following the

Effective Date shall be 7,500 shares of Common Stock, par value \$1.00 per share, unless and until the same shall be changed in accordance with the laws of the State of Florida.

6. Articles of Incorporation. The Articles of Incorporation of the Florida Company following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any shareholder or director or officer of the Florida Company or upon any other person whomsoever are subject to this reserve power, shall continue as the Articles of Incorporation of the Florida Company as the surviving corporation. Such Articles of Incorporation shall constitute the Articles of Incorporation of the Florida Company separate and apart from these Articles of Merger and may be separately certified as the Articles of Incorporation of the Florida Company.

7. Bylaws. The Bylaws of the Florida Company shall be the Bylaws of the Florida Company as the surviving corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

8. Further Assurance of Title. If at any time, the Florida Company shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Florida Company any right, title, or interest of the Ohio Company held immediately prior to the Effective Date, the Ohio Company and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Florida Company as shall be necessary to carry out the purposes of these Articles of Merger, and the Florida Company and the proper officers and directors thereof are fully authorized to take any and all such action in the name of the Ohio Company or otherwise.

9. Florida Corporation Shares Remain. Forthwith upon the Effective Date, each of the common shares of the Florida Company presently issued and outstanding shall remain issued and outstanding, and no additional common shares or other securities of the Florida Company shall be issued in respect to those shares as part of this merger. Diablo, Inc. shall remain the sole shareholder of the Florida Company.

10. Conversion of Outstanding Stock. Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of the Ohio Company and all rights in respect thereof shall be converted into one full paid and nonassessable share of Common Stock of the Florida Company, and each certificate nominally representing shares of Common Stock of the Ohio Company shall for all purposes be deemed to evidence the ownership of a like number of shares of Common Stock of the Florida Company. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of the Florida Company but, as certificates nominally representing shares of Common Stock of the Ohio Company, the Florida Company will cause to be issued therefor certificates for a like number of shares of Common Stock of the Florida Company.

11. Directors. The names of the first directors of the Florida Company following the

Effective Date, who shall be two (2) in number and who shall hold office from the Effective Date until their successors shall be elected and shall qualify, are as follows.

Name	Address
Delbert Schultz	5504 Park Boulevard Pinellas Park, FL 34665
Louella Schultz	5504 Park Boulevard Pinellas Park, FL 34665

12. Officers. The names of the first officers of the Florida Company following the Effective Date, who shall be five in number and who shall hold office from the Effective Date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

Name	Offices
Delbert Schultz	President
Louella Schultz	Secretary
Louella Schultz	Treasurer

13. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of the Florida Company as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the By-laws of the Florida Company.

14. Amendment. These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the parties hereto.


IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

"Ohio Company"

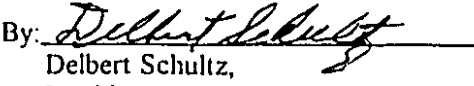
"Florida Company"

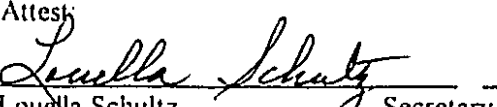
Approved by the Board of Directors and
Sole Stockholder at a meeting duly held
on May 1, 1996.

By: 
President

Attest:
, Secretary

Approved by the Board of Directors and
Sole Stockholder at a meeting duly held
on May 1, 1996.

By: 
Delbert Schultz,
President

Attest:
, Secretary

STATE OF OHIO
COUNTY OF FRANKLIN

On this 1st day of May, 1996, before me, the undersigned, personally appeared Richard Schultz and Loella Schultz, known to me to be the President and Secretary, respectively, of Phantom Motors, Inc., a corporation organized and existing under the laws of the State of Ohio, and acknowledged to me that the foregoing constitutes the Articles of Merger of Phantom Motors, Inc., an Ohio corporation and Phantom Motors, Inc., a Florida corporation, and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free, act, deed and agreement of said corporation. He/she are personally known to me or have produced _____ as identification.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.

STANLEY R. FISH
ATTORNEY AT LAW
NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION HAS NO EXPIRATION DATE

Stanley R. Fish
Notary Public

STATE OF OHIO
COUNTY OF FRANKLIN

On this 1st day of May, 1996, before me, the undersigned, personally appeared DELBERT SCHULTZ and LOUELLA SCHULTZ, known to me to be the President and Secretary, respectively, of Phantom Motors, Inc., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Articles of Merger of Phantom Motors, Inc., an Ohio corporation and Phantom Motors, Inc., a Florida corporation, and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free, act, deed and agreement of said corporation. He/she are personally known to me or have produced _____ as identification.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.

STANLEY R. FISH
ATTORNEY AT LAW
NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION HAS NO EXPIRATION DATE

Stanley R. Fish
Notary Public