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12/30/96

FLORIDA DIVISION OF CORPORATIONS  
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FROM: EDWARDS & ANGELL

ACCT#: 075410001517

CONTACT: REBECCA F BLACK

PHONE: (407)833-7700

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NAME: SOUTHERN EXPRESS LUBES, INC.

AUDIT NUMBER.....H96000018108

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0 PAGES..... 5

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FLORIDA EXPRESS LUBES, INC., a Florida corporation, S47475

INTO

SOUTHERN EXPRESS LUBES, INC., a Florida corporation, P96000001118

File date: December 30, 1996, effective December 31, 1996

Corporate Specialist: Steven Harris

12-30-96 09:35PM

TO 19049224000

P002

Fax Audit #H96000018108

12/16/96  
PLM\_14429

ARTICLES OF MERGER

of

FLORIDA EXPRESS LUBES, INC.

and

SOUTHERN EXPRESS LUBES, INC.

EFFECTIVE DATE

12-31-96

96 DEC 30 AM 10:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1105 of the Florida Business Corporation Act, the undersigned corporations adopted the following Articles of Merger for the purpose of merging them into one of such corporations:

**FIRST:** The names of the undersigned corporations and the states under the laws of which each is organized are:

FLORIDA EXPRESS LUBES, INC., a Florida corporation

SOUTHERN EXPRESS LUBES, INC., a Florida corporation

**SECOND:** The laws of Florida permit such merger.

**THIRD:** The name of the surviving corporation is SOUTHERN EXPRESS LUBES, INC., and it is to be governed by the laws of the State of Florida.

**FOURTH:** The following Plan of Merger was approved and adopted by the shareholders and directors of each of the undersigned corporations as of December 27, 1996, in the manner prescribed by the Florida Business Corporation Act:

See Exhibit A attached hereto and  
by this reference incorporated herein

**FIFTH:** The merger shall be effective as of the close of business on December 31, 1996.

FLORIDA EXPRESS LUBES, INC.

By:

  
David B. Morgan, President

SOUTHERN EXPRESS LUBES, INC.

By:

  
David B. Morgan, President

(Acknowledgments on Next Page)

FAX AUDIT #H96000018108  
Jonathan E. Cole  
Florida Bar No. 335622  
Edwards & Angell  
250 Royal Palm Way  
Palm Beach FL 33840  
561-833-7700

P003

STATE OF MARYLAND  
COUNTY OF HONOLULU

[SEAL]

Kimlyn Hedger  
Print Name

My Commission Expires: 6-30-97

STATE OF MARYLAND  
COUNTY OF HOWARD

[SEAL]

KIMLYN HEDGEPLIN  
Print Name

My Commission Expires: 6-30-97

NOT RECORDED  
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P004

FAX AUDIT #H96000018108  
12/16/96  
#14320

### PLAN OF MERGER

PLAN OF MERGER (the "Plan") is made and entered into as of the \_\_\_\_ day of December, 1996 by and between

**FLORIDA EXPRESS LUBES, INC.**, a corporation organized under the laws of the State of Florida; and

**SOUTHERN EXPRESS LUBES, INC.**, a corporation organized under the laws of the State of Florida.

### WITNESSETH:

WHEREAS, Florida Express Lubes, Inc. ("FEL") and Southern Express Lubes, Inc. ("SEL") plan to merge and the name of the surviving corporation is Southern Express Lubes, Inc.

WHEREAS, the respective Boards of Directors and shareholders of FEL and SEL have approved and adopted this Plan;

NOW, THEREFORE, in consideration of the promises, mutual covenants and agreements herein contained, the manner and basis of converting the shares of common stock of FEL and SEL as hereinafter provided, and such other provisions relating to the merger as the parties deem necessary or desirable, the parties hereto agree as follows:

1. Merger. FEL shall be merged with and into SEL. SEL shall be the survivor of the merger (the "Surviving Company") with the name **SOUTHERN EXPRESS LUBES, INC.** Except as herein specifically set forth, the Articles of Incorporation, Bylaws, identity, existence, certificate of authority, purposes, powers, objects, franchises, privileges, rights and immunities of SEL shall continue unaffected and unimpaired by the merger, and the franchises, existence and rights of FEL shall be merged into SEL and SEL as the Surviving Company shall be fully vested therewith. The separate and individual existence of FEL shall cease and terminate as of the Effective Time of the Merger (as hereinafter defined).

2. Effective Time of Merger. The merger of FEL with and into SEL shall be effective as of the close of business on December 31, 1996 (the "Effective Time of Merger").

3. Directors, Officers, Articles, and Bylaws of the Surviving Company. As of the Effective Time of the Merger:

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EXHIBIT A

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- a. The directors and officers of the Surviving Company shall be as follows:

Directors

David B. Morgan  
Edward S. O'Neill

Officers

David B. Morgan	President and Treasurer
Edward S. O'Neill	Vice President and Secretary

All such directors and officers of the Surviving Company shall serve until their respective successors are elected or appointed pursuant to the Bylaws of the Surviving Company.

- b. The Articles and Bylaws of SEL as in effect prior to the Effective Time of the Merger shall be the Articles and Bylaws of the Surviving Company.

4. Rights, Privileges, Immunities, Powers, Franchises, Duties, Assets and Liabilities of the Surviving Company.

a. As of the Effective Time of the Merger, each and all of the rights, privileges, immunities, powers, franchises and interests of SEL and FEL, respectively, in and to every type of property (real, personal and mixed) and choses in action shall be deemed to be transferred to and vested in the Surviving Company, without any further action, deed, transfer or assignment; and title to any real estate or any interest therein, vested in either SEL or FEL shall not revert or be in any way impaired by reason of the merger.

b. The rights of creditors of SEL and FEL shall not be impaired in any manner by the merger; nor shall any liability or obligation for the payment of any money due or to become due, or any claim or demand or any cause existing against SEL and FEL be in any manner released or impaired; and all of the rights, obligations and relations of all parties, creditors, depositors and others shall remain unimpaired by the merger. The Surviving Company shall succeed to the obligations, liabilities and trusts of SEL and FEL, and shall be held liable to pay and discharge all such obligations and liabilities and shall perform all such trusts in the same manner as though the Surviving Company had itself incurred the obligation, liability or trust. No suit, action or other proceeding pending at the Effective Time of the Merger before any court or tribunal in which either SEL or FEL is a party shall be deemed to have abated or to have been discontinued by reason of the merger, and the same may be prosecuted to final judgment in the same manner as if they had not entered into this Plan of Merger, or the Surviving Company may be substituted in the place of either SEL or FEL by order of the court or tribunal in which such suit, action or proceeding may be pending.

c. The Surviving Company, as the surviving entity of the merger, shall have all of the rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.



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5. Manner of Converting Shares of Common Stock. Upon the Effective Time of Merger, by virtue of the merger and without any action on the part of any record holder thereof:

a. The outstanding common stock of FEL, consisting of 1,000 shares of FEL's common stock (the "FEL Common Stock") shall be converted into an aggregate of 1,000 shares of the Class A Voting common stock of the Surviving Company;

b. The common stock of SEL held by David B. Morgan and Edward S. O'Neill, consisting of 400 shares of Class A Voting common stock, shall continue to be outstanding as Class A Voting common stock of the Surviving Company.

c. Any registered holder of the certificates for the FEL Common Stock may at any time after the Effective Time of the Merger submit such certificates to the Surviving Company and shall be entitled to the reissuance of certificates, in the name of the registered holder of the FEL Common Stock, representing an equal number of shares of the Class A Voting common stock of the Surviving Company. The failure to turn in such certificates for FEL Common Stock shall in no way impair the rights of any holder thereof as a stockholder of the Surviving Company.

6. Further Actions. From time to time, as and when requested by the Surviving Company or by its successors and assigns, FEL shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such other actions as the Surviving Company or its successors or assigns may deem necessary or desirable in order to carry out the intents and purposes of this Plan of Merger.

7. Governing Law. This Plan shall be governed by, construed and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers as of the day and year first above written.

FLORIDA EXPRESS LUBES, INC.

By: \_\_\_\_\_

David B. Morgan, President

SOUTHERN EXPRESS LUBES, INC.

By: \_\_\_\_\_

David B. Morgan, President

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