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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 055452 1976A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyritz

RECEIVED
96 AUG 20 PM 3:13
DIVISION OF CORPORATION

ORDER DATE : August 15, 1996

ORDER TIME : 11:26 AM

ORDER NO. : 055452

000001027740

CUSTOMER NO: 1976A

CUSTOMER: Thomas G. Kimble, Esq
THOMAS G. KIMBLE & ASSOCIATES

Suite 440
311 South State Street
Salt Lake City, UT 84111

DOMESTIC FILING

NAME: CITY AUTO RESOURCES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

g 8/21/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 20 AM 10:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 29 AM 10:00

ARTICLES OF INCORPORATION
OF
CITY AUTO RESOURCES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CITY AUTO RESOURCES, INC.

The address of the principal office of this corporation shall be 2345 Okeechobee Boulevard, West Palm Beach, Florida 33409 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on August 20, 1996.

Corporation Service Company

Deborah D. Skipper

It's Agent, Deborah D. Skipper
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 20 AM 10:00

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

dgs

P96000069432

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CRISTAL, INC., a Delaware corporation, not qualified in Florida

INTO

CITY AUTO RESOURCES, INC., a Florida corporation, P96000069432.

File date: September 18, 1996

Corporate Specialist: Linda Stitt

SEP 18 1996 3:18 PM

P96000069432

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000013078 6))

TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: FLEMING, HAILE & SHAW, P.A.
076326003550

ACCT#:

CONTACT: CHRISTY SWENDSEN
PHONE: (407)627-8100
(407)622-7603

FAX #:

NAME: CITY AUTO RESOURCES, INC.

AUDIT NUMBER.....H96000013078

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

SEP 18 1996 3:18 PM

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96 SEP 18 PM 4:40
TALLAHASSEE, FLORIDA

CERTIFICATE AND ARTICLES OF MERGER
OF
CRISTAL, INC.
A DELAWARE CORPORATION
INTO
CITY AUTO RESOURCES, INC.
A FLORIDA CORPORATION

FILED
96 SEP 18 PM 4:40
TALLAHASSEE, FLORIDA

THE UNDERSIGNED CORPORATIONS DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
City Auto Resources, Inc.	Florida
Cristal, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the Constituent Corporations has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the Delaware General Corporation Law ("DGCL") and the requirements of Florida law and that upon filing this document with the Secretary of State of Florida and the Secretary of State of Delaware, the Merger shall be effective (the "Effective Time").

THIRD: City Auto Resources, Inc. ("CARI" or the "Surviving Corporation") has an authorized capitalization consisting of 5,000 shares of no par value common stock ("CARI Common Stock"), of which 1,000 shares are issued and outstanding as of the date of execution hereof; and Cristal, Inc. ("Cristal") has an authorized capitalization consisting of 1,000 shares of common stock, \$.001 par value ("Cristal Common Stock"), of which 409.6 shares are issued and outstanding as of the date hereof.

FOURTH: The surviving corporation of the Merger is City Auto Resources, Inc., a Florida corporation.

Prepared by: Oren S. Tasini, Esq.
Florida Bar No. 766097
Fleming, Haile & Shaw, P. A.
11780 U.S. Highway One
North Palm Beach, FL 33408

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FIFTH: The Plan of Merger and the terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Corporations is as follows:

(a) *Corporate Existence*

(1) From and after the Effective Time, the Surviving Corporation shall continue its corporate existence as a Florida corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to either of the Constituent Corporations, on whatever account, all causes in action and all other things belonging to either of the Constituent Corporations shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

(2) From and after the Effective Time, (i) the Certificate of Incorporation and By-laws of CARI, as existing immediately prior to the Effective Time, shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation; (ii) the members of the Board of Directors of Cristal holding office immediately prior to the Effective Time shall become the members of the Board of Directors of the Surviving Corporation, each to serve subject to the Surviving Corporation's By-laws; (iii) all persons who hold executive offices of Cristal at the Effective Time shall be elected by the board of directors of the Surviving Corporation to hold the same offices of the Surviving Corporation, each to serve subject to the Surviving Corporation's By-laws.

(b) *Conversion of Securities*

As of the Effective Time and without any action on the part of the Constituent Corporations or the holders of any of the securities of either of these corporations each of the events set forth below shall occur. All capitalized terms are defined in the Agreement and Plan of Merger referred to in the SEVENTH article hereof:

(1) Each share of Cristal Common Stock issued and outstanding immediately prior to the Effective Date shall be converted into 25,000 shares of Common Stock of Camino Resources, Inc. ("CRI") a publicly-held Delaware

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corporation, which is the owner of all the issued and outstanding common stock of CARI, up to a maximum aggregate amount of 10,240,000 shares. All such shares of Cristal Common Stock shall no longer be outstanding and shall automatically be canceled and shall cease to exist, and each certificate previously evidencing any such shares shall thereafter represent the right to receive, upon the surrender of such certificate, evidencing such number of shares of CRI Common Stock into which such shares of Cristal Common Stock were converted. The holders of such certificates previously evidencing shares of Cristal Common Stock outstanding immediately prior to the Effective Time shall cease to have any rights with respect to such shares of Cristal Common Stock except as otherwise provided herein or by law;

(2) Any shares of Cristal Common Stock held in the treasury of Cristal immediately prior to the Effective Date shall automatically be canceled and extinguished without any conversion thereof and no payment shall be made with respect thereto;

(3) Each share of capital stock of CARI issued and outstanding immediately prior to the Effective Date shall remain in existence as one share of common stock of the Surviving Corporation, all of which shall be owned by CRI;

(4) All outstanding options of Cristal exercisable for shares of Common Stock of Cristal, shall be exchanged for like options issued by CRI, exercisable for shares of Common Stock of CRI upon the same formula as set forth in paragraph (1) above.

SIXTH: Voting results for the Merger are as follows:

(a) *CARI*. The Agreement and Plan of Merger (the "Plan") was submitted to the sole stockholder of CARI by the board of directors on September 17, 1998, and out of 1,000 shares of common stock entitled to vote on the Plan, 1,000 shares (100%) approved the plan by written consent, resulting in approval of the Plan.

(b) *Cristal, Inc.* The Plan was submitted to certain stockholders of Cristal by the board of directors on September 1, 1998, and out of 409.6 shares of common stock entitled to vote on the Plan, 409.6 shares (100%) approved the Plan by written consent, resulting in approval of the Plan.

(c) *General*. The number of votes cast for the Plan by each group was sufficient under Florida and Delaware law for approval by that voting group.

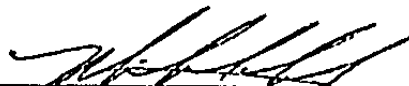
SEVENTH: The Agreement and Plan of Merger (entitled "Agreement and Plan of Reorganization") dated September 1, 1998, between CRI, CARI and Cristal is on file at the principal place of business of CARI at 2345 Okeechobee Blvd., West Palm Beach,

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Florida 33409, and will be furnished on request without cost to any stockholder of either of the Constituent Corporations.

EIGHTH: Upon this Merger becoming effective, the Surviving Corporation hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of any constituent corporation which is incorporated in Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings and a copy of such process shall be mailed by the Secretary of State to 2345 Okeechobee Blvd., West Palm Beach, Florida 33409.

CITY AUTO RESOURCES, INC.

By: 
Michael J. Lee, President and
Secretary - Treasurer

CRISTAL, INC.

By: 
Kevin M. Baumann, President

By: 
Robert S. Cuillo, Secretary

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ATTACHMENT TO CERTIFICATE AND ARTICLES OF MERGER OF CRISTAL, INC.,
A DELAWARE CORPORATION, INC. INTO CITY AUTO RESOURCES, INC., A
FLORIDA CORPORATION.

Upon the consummation of the merger, the officers and directors of the surviving
corporation, City Auto Resources, Inc. shall be as follows:

Jay Botchman
J.L.B. Equities, Inc.
565 Taxter Road
Elmsford, New York 10523

Director

Robert S. Cullo
c/o Cristal, Inc.
2345 Okeechobee Blvd.
West Palm Beach, Florida

Chairman of the Board of Directors.
Chief Executive Officer, Secretary and
Director.

William Ritts, III
c/o Cristal, Inc.
2345 Okeechobee Blvd.
West Palm Beach, Florida

... Senior Vice President and Chief Financial
Officer

Kevin M. Bauman
c/o Cristal, Inc.
2345 Okeechobee Blvd.
West Palm Beach, Florida

President, Treasurer, Chief Operating
Officer and Director

Edmond McGinty
c/o Cristal, Inc.
2345 Okeechobee Blvd.
West Palm Beach, Florida

Vice President, Administration and
Controller

William Shelton
c/o Cristal, Inc.
2345 Okeechobee Blvd.
West Palm Beach, Florida

Senior Vice President of Operations

C:\AMIPRO\SMITH\TASINI\HEMOSATTACH.SAM

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Requestor's Name

CITY AUTO
RESOURCES, INC.
1655 Palm Beach Lakes Blvd., Suite 510
West Palm Beach, FL 33401

Office Use Only

NUMBER(S), (if known):

CI

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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*****35.00 *****35.00

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 OCT 25 AM 10 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-30-96

Examiner's Initials

LFJ

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: City Auto Resources, Inc.

1b. The mailing address of the corporation is: 1655 Palm Beach Lakes Boulevard,
Suite 510, West Palm Beach, Florida 33401

1c. Date of Incorporation: 8-20-96 Document number: P96000069432

2. The name and address of the current registered agent and office:

Corporation Service Company

1201 Hay's Street

Tallahassee, Florida 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

FHS Corporate Services, Inc.

11780 U.S. Highway One

North Palm Beach, Florida 33411

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

X Kevin M. Baumann
(Signature of an officer, chairman or
vice chairman of the board)

X 10/16/96
(Date)

Kevin M. Baumann, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

FHS CORPORATE SERVICES, INC.

On TE
(Signature of Registered Agent)

October 15, 1996
(Date)

If signing on behalf of an entity:

Oren S. Tasini

(Typed or Printed Name)

Assistant Secretary

(Capacity)

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

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96 OCT 25 AM 10:57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE