

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P9600080876

904-222-1919 FAX



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 102841 170159A

AUTHORIZATION :

100001964681
-10/03/96--01103--006
****122.50 ****122.50

COST LIMIT : \$ PREPAID

ORDER DATE : September 30, 1996

ORDER TIME : 9:14 AM

ORDER NO. : 102841

CUSTOMER NO: 170159A

CUSTOMER: Bruce Brashear, Esq
BRUCE BRASHEAR, ESQ

Suite A
920 N. W. 8th Avenue
Gainesville, FL 32601

EFFECTIVE DATE
9.27

FILED
96 SEP 30 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SANTA FE AUTO SUPPLIES OF
NORTH FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILE 2
DIVISION OF CORPORATION
96 SEP 30 AM 10:42
RECEIVED

LR
9-30-96

ARTICLES OF INCORPORATION
OF

SANTA FE AUTO SUPPLIES OF NORTH FLORIDA, INC.

EFFECTIVE DATE
9-27

FILED
96 SEP 30 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name. The name of this Corporation is SANTA FE AUTO SUPPLIES OF NORTH FLORIDA, INC.

Article II

Principal Office. The address of the principal office of the Corporation is 633 N.W. 13th Street, Gainesville, FL 32601.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 1,000 shares of \$0.01 par value common stock.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 633 N.W. 13th Street, Gainesville, FL 32601, and the name of the initial registered agent of this Corporation is Steven C. Kinsell.

Article VIII

Initial Board of Directors. The Corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Steven C. Kinsell
633 N.W. 13th Street
Gainesville, FL 32601

John R. Harrington
633 N.W. 13th Street
Gainesville, FL 32601

Article IX

Incorporator. The name and address of the person signing these Articles is Steven C. Kinsell, 633 N.W. 13th Street, Gainesville, FL 32601.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of September, 1996.



STEVEN C. KINSELL
Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 27 day of September, 1996, by Steven C. Kinsell who is personally known to me or who has produced Florida Driver License _____ as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 27 day of September, 1996.

(SEAL)



RAFAEL BLANES
COMMISSION # CC 486046
EXPIRES SEP 12, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.



Notary Public

RAFAEL BLANES

Printed Name

My Commission Expires: 9/12/99

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SANTA FE AUTO SUPPLIES OF NORTH FLORIDA, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 27th day of September, 1996.



STEVEN C. KINSELL
Registered Agent

FILED
96 SEP 30 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32310

800-221-8081

P96 0000 80876



ACCOUNT NO. : 072100000032

REFERENCE : 102841 170159A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
96 SEP 30 PM 12:12
SECRETARY OF REVENUE
TALLAHASSEE, FLORIDA

ORDER DATE : September 30, 1996

ORDER TIME : 10:13 AM

ORDER NO. : 102841

CUSTOMER NO: 170159A

300001968369
-10/08/96--01142--012
****157.50 ****157.50

CUSTOMER: Bruce Brashear, Esq
Bruce Brashear, Esq
Suite A
920 N. W. 8th Avenue
Gainesville, FL 32601

ARTICLES OF MERGER

~~GATOR GULF, INC.~~

~~INTO~~

SANTA FE AUTO SUPPLIES, INC.
GATOR GULF, INC. AND
SANTA FE AUTO SUPPLIES OF NORT

RECEIVED
96 SEP 30 AM 10:42
DIVISION OF CORPORATION

File

*Per phone call
with law firm;
Correct name is
#1.*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Lori R. Dunlap N. HENDRICKS OCT 1 1996
EXAMINER'S INITIALS: _____

BRUCE BRASHEAR
Counselor at Law
920 N. W. 8th Avenue, Suite A
Gainesville, FL 32601
Phone: 352-336-0800
Fax: 352-336-0505

TRANSMITTAL MEMORANDUM

DATE: September 27, 1996
TO: Merger Department
COMPANY: Secretary of State
FROM: Carrie Fagan, Legal Assistant

RE:

Enclosed please find an original and one copy of Articles of Merger among Santa Fe Auto Supplies, Inc., Gator Gulf, Inc. and Santa Fe Auto Supplies of North Florida, together with a check in the amount of \$157.50 for filing fees. Please certify the enclosed copy.

File 3rd

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

**GATOR GULF, INC., A FLORIDA CORPORATION SYSTEM, 390648
SANTA FE AUTO SUPPLIES, INC., A FLORIDA CORPORATION, 400762**

INTO

**SANTA FE AUTO SUPPLIES OF NORTH FLORIDA, INC., a Florida
corporation, P96000080878**

File date: September 30, 1996

Corporate Specialist: Nancy Hendricks

FILED
96 SEP 30 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

ARTICLES OF MERGER of SANTA FE AUTO SUPPLIES, INC., a Florida corporation, GATOR GULF, INC., a Florida corporation, and SANTA FE AUTO SUPPLIES OF NORTH FLORIDA, INC., a Florida corporation, dated September 30, 1996.

I. Plan of Merger.

1. **Name.** The name of each constituent corporation is as follows: **SANTA FE AUTO SUPPLIES, INC. ("SFAS"), GATOR GULF, INC., ("Gator") and SANTA FE AUTO SUPPLIES OF NORTH FLORIDA, INC. ("Santa Fe Auto"). SFAS & GATOR will be merged into Santa Fe Auto. The name of the surviving corporation is SANTA FE AUTO SUPPLIES OF NORTH FLORIDA, INC.**

2. **Terms and Conditions.** Anything herein or elsewhere to the contrary notwithstanding, the merger shall not be made effective if prior to the effective date of the merger:

(a) The Boards of Directors of SFAS, Gator and Santa Fe Auto elect that it shall not be made effective; or

(b) The holders of more than one-half of the common shares of either corporation have objected to the merger; or

(c) Satisfactory arrangements have not been made for exchanging the outstanding shares of SFAS and Gator for common shares of Santa Fe Auto at, or prior to, the effective date of the merger.

3. **Treatment of Shares of Constituent Corporations.** The manner of converting the shares of SFAS and Gator into shares of Santa Fe Auto is as follows:

(a) On the effective date of the merger, each common share of the no par value stock of SFAS which shall be issued and outstanding shall be converted into one (1) common share of Santa Fe Auto.

(b) On the effective date of the merger, each common share of the no par value stock of Gator which shall be issued and outstanding shall be converted into .0825 common share of Santa Fe Auto (representing a conversion of 99 shares of Santa Fe Auto for all of the 1,200 outstanding shares of Gator).

(c) Upon the effective date of the merger, each holder of an outstanding certificate of certificates theretofore representing common shares of SFAS and Gator shall surrender the same to Santa Fe Auto. Such holder shall be entitled upon such surrender to receive a certificate or certificates representing the full number of common shares of SFAS and Gator into which the common shares of Santa Fe Auto theretofore represented by such certificates shall have been converted. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented common shares of SFAS and Gator, shall be deemed for all corporate purposes, other than payment of dividends, to evidence ownership of the common shares of Santa Fe Auto into which such shares shall have been converted.

II. Approval of Plan of Merger

1. **Corporate Formalities.** The foregoing Plan of Merger was approved in accordance with the Articles of Incorporation as the same may have been amended as of the date of such approval of each corporation.

2. **Approval of Santa Fe Auto Supplies, Inc.** Effective September 30, 1996, the Board of Directors and Shareholders of Santa Fe Auto Supplies, Inc. adopted the Plan of Merger by unanimous consent.

3. **Approval of Gator Gulf, Inc.** Effective September 30, 1996, the Board of Directors and Shareholders of Gator Gulf, Inc. adopted the Plan of Merger by unanimous consent.

4. **Approval of Santa Fe Auto Supplies of North Florida, Inc.** Effective September 30, 1996, the Board of Directors and Shareholders of Santa Fe Auto Supplies of North Florida, Inc. adopted the Plan of Merger by unanimous consent.

IV. Authorized and Outstanding Shares.

1. **Santa Fe Auto.** Santa Fe Auto is authorized to issue 1,000 shares of its common stock, one (1) share of which are currently outstanding and is owned by Steven C. Kinsell.

2. **SFAS.** SFAS is authorized to issue 10,000 shares of its common stock, 300 shares of which are currently issued and outstanding and are owned by Steven C. Kinsell and John R. Harrington. No preferred shares have been issued.

3. **Gator.** Gator is authorized to issue 10,000 shares of its common stock, 1,200 shares of which are currently issued and outstanding and are owned by Steven C. Kinsell.

V. Shares Voting for Plan of Merger.

1. **Santa Fe Auto.** All of the one (1) share of Santa Fe Auto, which is issued and outstanding, voted for the Plan of Merger.

2. **SFAS.** All of the 300 shares of SFAS, which are issued and outstanding, voted for the Plan of Merger.

2. **Gator.** All of the 1,200 shares of Gator, which are issued and outstanding, voted for the Plan of Merger.

VI. Domicile of Surviving Corporation.

Santa Fe Auto, the surviving corporation, shall be a Florida corporation.

VII. Effective Date.

The effective date of the merger for accounting and for all other purposes will be the date which the appropriate certificate is issued by the Florida Secretary of State.

SANTA FE AUTO SUPPLIES, INC.

By: Alan C. Kinsell

Title: President

GATOR GULF, INC.

By: Alan C. Kinsell

Title: President

SANTA FE AUTO SUPPLIES OF NORTH FLORIDA, INC.

By: Alan C. Kinsell

Title: President

**STATE OF FLORIDA
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 27 day of September, 1996, by STEVEN C. KINSSELL, holding the office of President of Santa Fe Auto Supplies, Inc. and who is personally known to me or who has produced Florida Driver's License No. _____ as identification and who did (did not) take an oath.



RAFAEL BLANES
Notary Public, State at Large
COMMISSION # CC 493048
EXPIRES SEP 12, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

RAFAEL BLANES
Printed Name

My Commission Expires: 9/12/99

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 27 day of September, 1996, by STEVEN C. KINGZELL, holding the office of PRESIDENT of Gator Gulf, Inc. and who is personally known to me or who has produced Florida Driver's License No. _____ as identification and who did (did not) take an oath.



COMMISSION # CC 485045
EXPIRES SEP 12, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Rafael Blanes
Notary Public, State at Large
RAFAEL BLANES
Printed Name
My Commission Expires: 9/12/99

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 27 day of September, 1996, by STEVEN C. KINGZELL, holding the office of PRESIDENT of Santa Fe Auto Supplies of North Florida, Inc. and who is personally known to me or who has produced Florida Driver's License No. _____ as identification and who did (did not) take an oath.



RAFAEL BLANES
COMMISSION # CC 485045
EXPIRES SEP 12, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Rafael Blanes
Notary Public, State at Large
RAFAEL BLANES
Printed Name
My Commission Expires: 9/12/99