

FROM : SC1

Division of Corporations

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997000031955
A/N: Karen Gibson

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MERGER OR SHARE EXCHANGE

EQUITY LEASING-FINANCE, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF MERGER
Merger Sheet

MERGING:

SC OF FLORIDA, INC., a Florida corporation, document number P94000055155

INTO

EQUITY LEASING-FINANCE, INC. which changed its name to

SC OF FLORIDA II, INC., a Florida entity, P97000031955

File date: December 30, 2002, effective January 1, 2003

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

THESE ARTICLES OF MERGER (hereinafter "Articles") dated December 30, 2002, pursuant to 607.1105, Florida Statutes are submitted by SC OF FLORIDA, INC. ("SCF") and EQUITY LEASING-FINANCE, INC. ("EQUITY").

1. SCF is a corporation duly organized and existing under the laws of the State of Florida;
2. EQUITY is a corporations duly organized and existing under the laws of the State of Florida;
3. Pursuant to a Plan of Merger, SCF and EQUITY have agreed that SCF be merged into EQUITY as a single corporation, and that EQUITY shall continue under the laws of the State of Florida as the surviving corporation;
4. The purposes, the registered agent, the address of the registered office, bylaws, members of the board of directors and officers, number of directors and stock of the surviving corporation are as same as appear in the articles of incorporation, bylaws and minutes of EQUITY prior to the merger;
5. The Surviving Corporation shall possess all of the rights, privileges, power, authority and ownership of SCF and EQUITY, and
6. Each share of SCF common stock, issued and outstanding on the date hereof is hereby converted into and shall be exchanged for one share of EQUITY common stock.
7. The merger, under Internal Revenue Code section 368(a)(1)(A), is effective January 1, 2003.
8. The Plan of Merger was adopted by the Board of Directors and Shareholders of EQUITY on the 30th day of December, 2002, and by the Board of Directors and Shareholders of SCF on the 30th day of December, 2002.

SC OF FLORIDA, INC.By: Joseph C. Dominguez
Secretary**EQUITY LEASING-FINANCE, INC.**By: Joseph C. Dominguez
President/Secretary

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PLAN OF MERGER

THIS PLAN OF MERGER, (hereinafter "Plan") by and between SC OF FLORIDA, INC. ("SCF") and EQUITY LEASING-FINANCE, INC. ("EQUITY").

WITNESSETH:

WHEREAS, SCF is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, EQUITY is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the Companies have agreed that SCF shall merge into EQUITY upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable law of the State of Florida;

NOW, THEREFORE, in consideration of the mutual covenants, warranties and representations contained in the Plan and in order to consummate the transactions described above, the parties agree as follows:

1. SCF shall be merged into EQUITY as a single corporation, upon the terms and conditions of this Plan and EQUITY shall continue under the laws of the State of Florida as the Surviving Corporation (the "Surviving Corporation"), and they further agreed as follows:

a. The purposes, the registered agent, the address of the registered office, number of directors and stock of the Surviving Corporation shall be as appears in the articles of incorporation of EQUITY as on file with the office of the Secretary of the State of Florida on the date of this plan.

b. The bylaws of EQUITY in effect on the effective date shall be the bylaws of the Surviving Corporation until they shall be altered, amended or repealed or until new bylaws are adopted as provided in them.

c. The persons who constitute the board of directors and officers of EQUITY on the effective date of the merger shall constitute the board of directors of the Surviving Corporation.

2. The merger of EQUITY and SCF under Internal Revenue Code 368(a)(1)(A) shall become effective on January 1, 2003. The date on which the merger becomes effective shall be the "Effective Date."

3. When this Plan shall have been approved, signed, acknowledged and filed, the Surviving Corporation shall possess all of the rights, privileges, power, authority and ownership of EQUITY and SCF.

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4. On the effective date each share of SCF common stock, issued and outstanding immediately before the effective date, shall be converted into an exchanged for one share of EQUITY common stock.

5. As soon as practicable after the effective date, EQUITY shall issue and deliver, to the shareholder of SCF, shares of EQUITY stock to which they shall have become entitled under this Plan.

6. EQUITY and SCF each take all appropriate corporate action to comply with the applicable laws of the State of Florida in connection with the contemplated merger.

7. The Articles of Incorporation of the surviving corporation shall remain the same, except for the following amendments:


- a. Article 1: The name of the corporation shall be: SC of Florida II, Inc.
- b. Article 7: The Board of Directors shall be changed to delete Calvert L. Courtney and add Henry C. Hardin, III.
- c. Article 10: Calvert L. Courtney shall be removed as President. Joseph C. Dominguez shall be added as President/Secretary and Henry C. Hardin, III shall be added as Vice President.

8. This Plan is made pursuant to and shall be construed under the laws of the State of Florida. It shall inure to the benefit of and be binding upon both corporations and their respective successors and assigns.


9. This Plan may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, SCF and EQUITY acting through their duly authorized officers, representing all parties to this Plan, on December 30, 2002, have signed the Plan of Merger.

SC OF FLORIDA, INC.

By: 
Joseph C. Dominguez
Secretary

EQUITY LEASING-FINANCE, INC.

By: 
Joseph C. Dominguez
President/Secretary