

P98000015762

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DIVISION  
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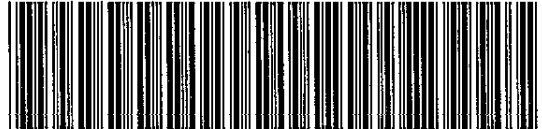
(Business Entity Name)

(Document Number)

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*Menger*

V SHEPARD FEB 24 2003

*VB*

Rec'd Reinst. 2/19  
Debra Martin-Bac K GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Title of Doc  
DATE 1/15  
DOC EXAM VB

**Val-U Car  
1703 N. MAIN ST.  
GAINESVILLE, FL 32609  
352-372-6999**

January 14, 2003

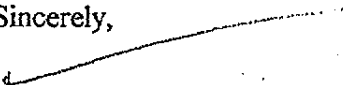
Department of State  
Division of Corporations  
409 E Gaines Street  
Tallahassee, FL 32399  
Attn: Velma Sheppard

Dear Ms. Sheppard,

Thank you for your phone call to advise of the additional fees due for the merger documents we sent in 12-30-2002. I have enclosed check #16980 in the amount of \$245.00 as per our conversation.

Please proceed with the filing of the mergers along with certification back to us.

Sincerely,



Debra Martin-Back  
Comptroller

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PREMIER MOTORS, INC., a Florida corporation, L45991

INTO

**LENDER'S TRUST, INC.**, a Florida entity, P98000015762

File date: February 19, 2003

Corporate Specialist: Velma Shepard

PLAN  
AND  
ARTICLES OF MERGER

FOR PREMIER MOTORS, INC., a Florida corporation

MERGING INTO

LENDER'S TRUST, INC., a Florida corporation

EFFECTIVE DECEMBER 10, 2002

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB 19 PM 3:51

1. These Articles of Merger are effective as of December 10, 2002.
2. On December 10, 2002, James L. Indianos of 1703 N. Main Street, in Gainesville, Florida, was the sole shareholder of PREMIER MOTORS, INC. and the sole owner of all 7,500 shares of common stock in said corporation that have been issued, out of the 7,500 shares that are authorized by the Articles of Incorporation for said corporation.
3. On December 10, 2002, James L. Indianos of 1703 N. Main Street, in Gainesville, Florida, was the sole shareholder of LENDER'S TRUST, INC., and the sole owner of all 100 shares of common stock in said corporation that have been authorized by the Articles of Incorporation for said corporation.
4. On December 10, 2002, James L. Indianos was the sole Director of each corporation.
5. On December 10, 2002, James L. Indianos was the sole officer of each corporation, and was the President and Secretary of each.
6. On December 10, 2002, James L. Indianos consented and approved the merger of PREMIER MOTORS, INC. into LENDER'S TRUST, INC.

- 7. Pursuant to Florida Law, these Articles of Merger provide the following:**
- a. PREMIER MOTORS, INC. shall merge with LENDER'S TRUST, INC., and LENDER'S TRUST, INC. shall be the surviving corporation.**
  - b. James L. Indianos shall deliver his shares of common stock in PREMIER MOTORS, INC. to LENDER'S TRUST, INC., and said shares of common stock shall be retired, and in exchange, LENDER'S TRUST, INC., as the surviving corporation, shall assume all of the liabilities and obligations of PREMIER MOTORS, INC.**
  - c. The effective date of this merger shall be December 10, 2002.**
  - d. The Board of Directors of PREMIER MOTORS, INC. approved and submitted the plan of merger and these Articles of Merger to the shareholders of PREMIER MOTORS, INC., and said shareholders unanimously approved the plan of merger and these Articles of Merger.**
  - e. The Board of Directors of LENDER'S TRUST, INC. approved and submitted the plan of merger and these Articles of Merger to the shareholders of LENDER'S TRUST, INC., and said shareholders unanimously approved the plan of merger and these Articles of Merger.**
  - f. No shareholders dissented to or did not approve the Plan of Merger or these Articles of Merger.**

- g. No changes shall be made to the Articles of Incorporation of LENDER'S TRUST, INC. because of or as a result of the plan of merger or these Articles of Merger.
  - h. There shall be no change to the common stock issued and outstanding in LENDER'S TRUST, INC. because of or as a result of the plan of merger or these Articles of Merger.
  - i. Following the effective date of this plan of merger and these Articles of Merger, PREMIER MOTORS, INC. shall cease to exist and shall automatically merge into LENDER'S TRUST, INC.
  - j. Following the effective date of this plan of merger and these Articles of Merger, LENDER'S TRUST, INC. shall be responsible for all liabilities and obligations of PREMIER MOTORS, INC., and the creditors of PREMIER MOTORS, INC. shall not be impaired by such merger.
  - k. The Articles of Incorporation of LENDER'S TRUST, INC. are amended to the extent necessary to comply with these Articles of Merger.
  - l. LENDER'S TRUST, INC. shall file these Articles of Merger with the Department of State of the State of Florida within a reasonable time after these Minutes have been fully executed.
8. This transaction is intended to be a tax-free reorganization under Internal Revenue Code Section 361 and 368(a)(1)(A). All tax attributes of PREMIER MOTORS, INC. are intended to become tax attributes of

LENDER'S TRUST, INC. under Internal Revenue Code Section 381(a).  
Pre-merger suspended losses of shareholder James L. Indianos of  
PREMIER MOTORS, INC. and of LENDER'S TRUST, INC. will be  
fully preserved for post merger utilization by shareholder James L.  
Indianos of LENDER'S TRUST, INC. as provided in Internal Revenue  
Code Section 1366.

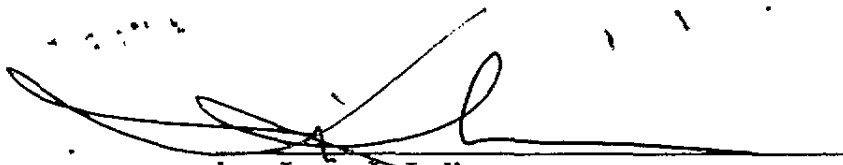
9. These Articles of Merger are intended to memorialize Plan of Merger and  
the corporate meetings of PREMIER MOTORS, INC. into LENDER'S  
TRUST, INC. whereat this merger was approved by James L. Indianos,  
as the sole shareholder, officer, and director of each corporation.
10. All persons who attended this corporate meeting have signed below,  
attended for the purposes stated herein, and, to the extent this document  
is not sufficient, have waived all requirements that proper notice of this  
corporate meeting be given and that proper notice of the Plan of Merger  
be given.

PREMIER MOTORS, INC.

by:  James L. Indianos

12-30-02  
date signed

LENDER'S TRUST, INC.

A handwritten signature in dark ink, appearing to be 'James L. Indianos', written over a horizontal line.

by: James L. Indianos

12-30-02  
date signed