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Division of Corporations

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EFFECTIVE DATE
6-1-05

MERGER OR SHARE EXCHANGE
HUTCHINGS AUTOMOTIVE PRODUCTS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$175.00

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EFFECTIVE DATE

6-1-05

ARTICLES OF MERGER OF

HUTCHINGS TECHNOLOGY, INC., H 44816
HUTCHINGS HOLDINGS, INC. P04-100255
J.L. HUTCHINGS OF SOUTH FLORIDA, LTD. A-1963
AND
HUTCHINGS AUTOMOTIVE PRODUCTS, INC. P98-21508

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act, HUTCHINGS TECHNOLOGY, INC., a Florida corporation, HUTCHINGS HOLDINGS, INC., a Florida corporation (collectively, the "Disappearing Corporations"), J.L. HUTCHINGS OF SOUTH FLORIDA, LTD., a Florida limited partnership (the "Disappearing Partnership") and HUTCHINGS AUTOMOTIVE PRODUCTS, INC., a Florida corporation (the "Surviving Corporation"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated effective as of June 1, 2005 between the Surviving Corporation, the Disappearing Corporations and the Disappearing Partnership, setting forth the plan of merger whereby the Disappearing Corporations and the Disappearing Partnership will merge with and into the Surviving Corporation.
2. **Effective Time.** The merger of the Disappearing Corporations and the Disappearing Partnership with and into the Surviving Corporation in accordance with the Plan of Merger is to become effective prospectively at 12:02 a.m., E.D.T., on June 1, 2005.
3. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by all of the shareholders and the directors of the Surviving Corporation by written consent on May 20, 2005, approved by all of the shareholders and the directors of each of the Disappearing Corporations by written consents on May 20, 2005 and approved by all of the partners of the Disappearing Partnership by written consent on May 20, 2005.
4. **Articles and Bylaws.** The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act ("FBCA"). The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the FBCA.

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IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

SURVIVING CORPORATION:

HUTCHINGS AUTOMOTIVE PRODUCTS,
INC.

By: James L. Hutchings
James L. Hutchings, President

DISAPPEARING CORPORATIONS:

HUTCHINGS TECHNOLOGY, INC., a Florida
corporation

By: James L. Hutchings
James L. Hutchings
Chief Executive Officer

HUTCHINGS HOLDINGS, INC., a Florida
corporation

By: James L. Hutchings
James L. Hutchings, President

DISAPPEARING PARTNERSHIP:

J.L. HUTCHINGS OF SOUTH FLORIDA,
LTD., a Florida limited partnership

By: Hutchings Technology, Inc., a Florida
corporation, its general partner

By: James L. Hutchings
James L. Hutchings
Chief Executive Officer

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EXHIBIT A

PLAN OF MERGER

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PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement") dated effective as of May 20, 2005 is by and among **HUTCHINGS TECHNOLOGY, INC.**, a Florida corporation, and **HUTCHINGS HOLDINGS, INC.**, a Florida corporation (collectively, the "Disappearing Corporations"), **J.L. HUTCHINGS OF SOUTH FLORIDA, LTD.**, a Florida limited partnership (the "Disappearing Partnership") and **HUTCHINGS AUTOMOTIVE PRODUCTS, INC.**, a Florida corporation (the "Surviving Corporation").

BACKGROUND

WHEREAS, the Boards of Directors and shareholders of each of the Disappearing Corporations, the general and limited partners of the Disappearing Partnership and the Boards of Directors and shareholders of Surviving Corporation have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the Florida Business Corporation Act (the "FBCA"), at the Effective Time (as defined below), the Disappearing Corporations and the Disappearing Partnership shall be merged with and into the Surviving Corporation. As a result of the Merger, the separate existence of the Disappearing Corporations and the Disappearing Partnership shall thereupon cease and the Surviving Corporation shall continue as the surviving corporation of the Merger.

2. The Merger shall become effective prospectively at 12:02 a.m., E.D.T., on the 1st day of June, 2005 (the "Effective Time").

3. The articles of incorporation of the Surviving Corporation as in effect at the Effective Time shall be the articles of incorporation of the Surviving Corporation after the Effective Time.

4. The bylaws of the Surviving Corporation as in effect at the Effective Time shall be the bylaws of the Surviving Corporation after the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action of the holders thereof, the shares of the constituent corporations and the partnership interests of the limited partnership shall be converted as follows:

Each of the holders of the issued and outstanding shares of the Disappearing Corporations and the holders of the outstanding partnership interests of the Disappearing Partnership immediately prior to the Effective Time shall receive the following shares of common stock of the Surviving Corporation (which shares

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such shareholders hereby acknowledge and agree have already been issued in contemplation of the Effective Time of the Merger):

James L. Hutchings Revocable Trust dated
October 6, 1983, as amended and restated

3,132 Shares

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Merger as of the day and year first above written.

SURVIVING CORPORATION:

HUTCHINGS AUTOMOTIVE PRODUCTS,
INC., a Florida corporation

By: James L. Hutchings
James L. Hutchings, President

DISAPPEARING CORPORATIONS:

HUTCHINGS TECHNOLOGY, INC.,
a Florida corporation

By: James L. Hutchings
James L. Hutchings
Chief Executive Officer

HUTCHINGS HOLDINGS, INC.,
a Florida corporation

By: James L. Hutchings
James L. Hutchings, President

DISAPPEARING PARTNERSHIP:

J.L. HUTCHINGS OF SOUTH FLORIDA,
LTD., a Florida limited partnership

By: Hutchings Technology, Inc., a Florida
corporation, general partner

By: James L. Hutchings
James L. Hutchings
Chief Executive Officer

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