

S18230

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MERGER OR SHARE EXCHANGE

JULIE'S LIMOUSINES AND COACHWORKS, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 3, 2005

JULIE'S LIMOUSINES AND COACHWORKS, INC.
17116 US HWY 19 NORTH
CLEARWATER, FL 33764USSUBJECT: JULIE'S LIMOUSINES AND COACHWORKS, INC.
REF: S18230

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SECTION 3 OF THE ARTICLES OF MERGER STATES THAT THE MERGER WAS ADOPTED AND APPROVED BY THE SHAREHOLDERS AND DIRECTORS OF THE CONSTITUENT CORPORATION AND THE SURVIVING CORPORATION AS OF 12/31/04 BY WRITTEN ACTION OF THE DIRECTORS AND SHAREHOLDERS OF SAID CONSTITUENT CORPORATION AND BY WRITTEN ACTION OF THE DIRECTORS AND SHAREHOLDERS OF SAID SURVIVING CORPORATION IN LIEU OF A MEETING. HOWEVER, THE LAST TWO LINES OF THE FIRST PARAGRAPH OF THE PLAN OF MERGER STATES THAT THE SHAREHOLDERS OF EACH PARTY TO THE MERGER HAVE APPROVED THE ADOPTION OF THIS PLAN OF MERGER BY WRITTEN ACTION IN LIEU OF MEETING DATED THE 29TH DAY OF DECEMBER, 2004.

THE DOCUMENT MUST BE ADOPTED AND APPROVED ON DECEMBER 29, 2004 IN ORDER TO HAVE THE FILED DATE OF DECEMBER 30, 2004, EFFECTIVE DECEMBER 31, 2004. PLEASE CORRECT YOUR DOCUMENT ACCORDINGLY.

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Fax Audit No.

ARTICLES OF MERGER
OF
JULIE'S ENTERPRISES, INC.
INTO
JULIE'S LIMOUSINES AND COACHWORKS, INC.

EFFECTIVE DATE
12-31-04

JULIE'S ENTERPRISES, INC., a Florida corporation, the "Constituent Corporation," and JULIE'S LIMOUSINES AND COACHWORKS, INC., a Florida corporation, the "Surviving Corporation," acting in compliance with the provisions of Section 607.1105, Florida Statutes, hereby certify as follows:

A Plan of Merger has been approved by the Board of Directors and a requisite majority in interest of the shareholders of JULIE'S ENTERPRISES, INC., the Constituent Corporation, pursuant to which it is to be merged into JULIE'S LIMOUSINES AND COACHWORKS, INC. A copy of the Plan of Merger setting forth the terms of the merger is attached hereto as Exhibit A and made a part hereof.

1. The effective date of the merger shall be the 31st day of December, 2004.
2. Article I of the Articles of Incorporation of JULIE'S LIMOUSINES AND COACHWORKS, INC., the surviving corporation, shall be amended to change the name of the surviving corporation to JULIE'S ENTERPRISES, INC., effective as of the effective date of the merger.
3. The merger was adopted and approved by the shareholders and directors of the Constituent Corporation and the Surviving Corporation as of 12/29/04 PLH by written action of the directors and shareholders of said Constituent Corporation and by written action of the directors and shareholders of said Surviving Corporation in lieu of a meeting.

JULIE'S ENTERPRISES, INC.

Date: 12/29/04

By: Julie L. Herring, PRES.
Julie L. Herring
President

JULIE'S LIMOUSINES AND COACHWORKS, INC.

Date: 12/29/04

By: Julie L. Herring, PRES.
Julie L. Herring
President

Prepared by:
J. Paul Raymond, Esq.
P. O. Box 1669
Clearwater, FL 33757
(727) 441-8966
Fla. Bar No. 169268

Fax Audit No.

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NOTED - 1 - 2

JULIE'S ENTERPRISES, INC., a Florida corporation, shall be merged into **JULIE'S LIMOUSINES AND COACHWORKS, INC.**

The Board of Directors of **JULIE'S LIMOUSINES AND COACHWORKS, INC.** and **JULIE'S ENTERPRISES, INC.**, by unanimous written consent of the members of the Board of Directors of each corporation, has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that **JULIE'S ENTERPRISES, INC.** be merged into **JULIE'S LIMOUSINES AND COACHWORKS, INC.**, at the conclusion of which **JULIE'S LIMOUSINES AND COACHWORKS, INC.** shall remain as the surviving and resulting entity and the corporate existence of **JULIE'S ENTERPRISES, INC.** shall terminate and expire. In furtherance thereof, each Board has approved and adopted the terms of this Plan of Merger and has recommended the adoption of the Plan of Merger and its underlying transactions by the shareholders of each entity. The shareholders of each party to the merger have approved the adoption of this Plan of Merger by Written Action in Lieu of Meeting dated the 21st day of December, 2004.

1. **Merger.** In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date, the Constituent Corporation, **JULIE'S ENTERPRISES, INC.**, shall be merged into **JULIE'S LIMOUSINES AND COACHWORKS, INC.**, (the "Merger") and **JULIE'S LIMOUSINES AND COACHWORKS, INC.**, shall constitute the surviving and resulting corporation of such merger (hereinafter **JULIE'S LIMOUSINES AND COACHWORKS, INC.**, sometimes referred to as the "Surviving Corporation"). The separate and corporate existence of the Constituent Corporation shall cease and the Surviving Corporation shall continue its corporate existence pursuant to the laws of Florida.

3. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all of its assets and properties of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of the Constituent Corporation, shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate and other property owned by the Constituent Corporation shall be vested in the Surviving Corporation and shall not revert or in any way be impaired by reason of the Merger.

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4. Obligations. All obligations belonging to or due to the Constituent Corporation shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of the Constituent Corporation existing as of the Effective Date.

5. Terms of the Merger. All of the issued and outstanding shares of the common stock of the Constituent Corporation and the Surviving Corporation shall be deemed cancelled and voided, and upon the surrender of the applicable certificates evidencing such shares being surrendered to the Surviving Corporation, the shares of the common stock of the Constituent Corporation and the Surviving Corporation outstanding prior to the Merger shall be transformed and converted into 100 shares of common capital stock of the Surviving Corporation (the "Shares"). These Shares shall be divided further as follows: the shareholders of **JULIE'S ENTERPRISES, INC.** shall hold, in the aggregate, **60%** of the Shares, and the shareholders of **JULIE'S LIMOUSINES AND COACHWORKS, INC.**, shall hold, in the aggregate, **40%** of the Shares.