

06/24/2004

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CCRS → 205-0380

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Florida Department of State  
Division of Corporations  
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To:

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Fax Number : (850) 205-0380

From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

EFFECTIVE DATE

06/31/04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 JUN 24 PM 4:28

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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

A D P INC

0631.27488

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Merger

06/24/04

DC

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ARTICLES OF MERGER

OF

CAR INK, INC.

AND

ADP, INC.

To the Department of State  
State of Florida

EFFECTIVE DATE  
16/30/04

FILED  
04 JUN 24 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging CAR INK, INC. with and into ADP, INC. as approved by the Board of Directors of CAR INK, INC. on June 15, 2004 and adopted at a meeting by the Board of Directors of ADP, INC. on June 15, 2004.

SECOND: The merger of CAR INK, INC. with and into ADP, INC. is permitted by the laws of the jurisdiction of organization of Delaware and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of ADP, INC. was June 15, 2004.

THIRD: Shareholder approval was not required for the merger.

FOURTH: The effective date of this merger shall be June 30, 2004.

Executed on this 22 day of June, 2004.

CAR INK, INC.

By: [Signature]  
Name: James B. Benson  
Title: President

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ADP, INC.

By: 

Name: James V. Benson

Title: President

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## PLAN OF MERGER

OF

CAR INK, INC.

AND

ADP, INC.

1. ADP, INC., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of CAR INK, INC. which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges into ADP, INC. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of ADP, INC.

2. The separate existence of CAR INK, INC. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and ADP, INC. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of CAR INK, INC. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of ADP, INC. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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