



S80655

FILED  
2002 SEP 20 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 753001 80945A  
AUTHORIZATION : *Patricia Pizito*  
COST LIMIT : \$ 78.75

ORDER DATE : September 20, 2002

ORDER TIME : 11:26 AM

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ORDER NO. : 753001-005

CUSTOMER NO: 80945A

CUSTOMER: Douglas E. Thompson, Esq  
Douglas E. Thompson, Esq  
Suite 109  
1280 N. Congress Ave.  
West Palm Beach, FL 33409

ARTICLES OF MERGER

ALL STATES RENT-A-CAR SALES  
OF FLORIDA, INC.

INTO

ALL STATES RENT-A-CAR SALES,  
INC.

RECEIVED  
02 SEP 20 PM 12:58  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

C. Coulliette SEP 20 2002

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ALL STATES RENT A CAR SALES ~~OF~~ FLORIDA, INC., a Florida corporation,  
P94000052346

INTO

**ALL STATES RENT-A-CAR SALES, INC.,** a Florida entity, S80655

File date: September 20, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

# ARTICLES OF MERGER


**ALL STATES RENT-A-CAR SALES, INC.** and **ALL STATES RENT-A-CAR SALES OF FLORIDA, INC.**, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

1. The Plan of Merger is attached hereto.
2. The surviving corporation is **ALL STATES RENT-A-CAR SALES, INC.**
3. The effective date of the merger is December 31, 2001.
4. Shareholder approval was not required as the sole shareholder, officer and director of each corporation to the Plan of Merger was Alfred Viscount, the signatory on the Plain of Merger and on these Articles of Merger for both corporations.
5. **ALL STATES RENT-A-CAR SALES, INC.** adopted the Plain of Merger on December 4, 2001 by a vote of the Board of Directors.
6. **ALL STATES RENT-A-CAR SALES OF FLORIDA, INC.** adopted the Plan of Merger on December 4, 2001 by a vote of the Board of Directors.
7. There are no amendments to the Articles of Incorporation of the Surviving Corporation.

**ALL STATES RENT-A-CAR SALES, INC.**  
a Florida corporation

by:   
ALFRED VISCOUNT, PRESIDENT

and

by:   
ALFRED VISCOUNT, SECRETARY

**ALL STATES RENT-A-CAR SALES OF  
FLORIDA, INC.** a Florida Corporation

by:   
ALFRED VISCOUNT, PRESIDENT

and

by:   
ALFRED VISCOUNT, SECRETARY

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## **PLAN OF MERGER**

**ALL STATES RENT-A-CAR SALES, INC.**, a Florida corporation and **ALL STATES RENT-A-CAR SALES OF FLORIDA, INC.**, a Florida corporation, hereby adopt the following Plan of Merger pursuant to Florida Statutes.

### **SECTION ONE** **NAMES OF MERGING CORPORATIONS**

The name of each corporation planning to merge is **ALL STATES RENT-A-CAR SALES, INC.** and **ALL STATES RENT-A-CAR SALES OF FLORIDA, INC.**

### **SECTION TWO** **NAME OF SURVIVING CORPORATION**

The name of surviving corporation is **ALL STATES RENT-A-CAR SALES, INC.**

### **SECTION THREE** **TERMS AND CONDITIONS OF MERGER**

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

### **SECTION FOUR** **MANNER AND BASIS OF CONVERTING SHARES**

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the common stock of **ALL STATES RENT-A-CAR SALES OF FLORIDA, INC.** issued and outstanding on the effective date of the merger shall be converted into a share of equal par value common stock of **ALL STATES RENT-A-CAR SALES, INC.** which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

**SECTION FIVE**  
**CONVERTING RIGHTS TO ACQUIRE STOCK**

Any individual or entity that had rights to rights to acquire shares of the absorbed corporation on the effective date of the merger shall have the right to acquire an identical number of shares in the surviving corporation after the effective date of the merger upon presentation of the document or documents issued by the absorbed corporation granting such right to acquire stock.

**SECTION SIX**  
**ARTICLES OF INCORPORATION AND BYLAWS**

The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

**SECTION SEVEN**  
**EFFECTIVE DATE OF MERGER**

The effective date of the merger is December 31, 2001.

**SECTION EIGHT**  
**DIRECTORS AND OFFICERS**

The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**SECTION NINE**  
**APPROVAL BY SHAREHOLDERS**

Shareholder approval of this plan of merger is not required as the sole shareholder, officer and director of both corporations is Alfred Viscount, the signatory for both corporations on this plan of merger.

**SECTION TEN**  
**ABANDONMENT OF MERGER**

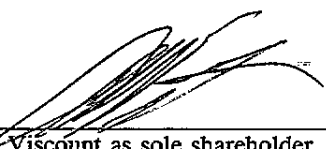
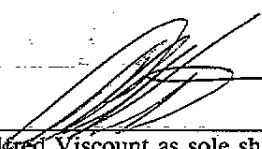
This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date of the merger and upon written notice of abandonment by the abandoning corporation to the other corporation.

**SECTION ELEVEN**  
**EXECUTION OF AGREEMENT**

This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

IN WITNESS WHEREOF Alfred Viscount the sole shareholder, officer and director of each corporation has

executed this plan of merger on the 4th day of December 2001.

  
\_\_\_\_\_  
Alfred Viscount as sole shareholder, officer and  
director of **ALL STATES RENT-A-CAR SALES**  
**INC.**  
\_\_\_\_\_  
Alfred Viscount as sole shareholder, officer and  
director of **ALL STATES RENT-A-CAR SALES,**  
**OF FLORIDA, INC.**