

014843

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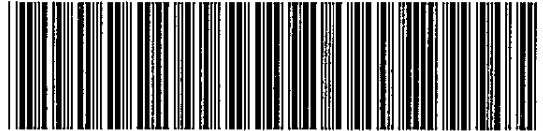
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DIVISION OF CORPORATION
04 AUG -5 PM 1:22

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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CT CORPORATION

August 5, 2004

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 6162340 SO
Customer Reference 1: Budget
Customer Reference 2: Reorganization

Dear Secretary of State, Florida:

Please file the attached:

Paul West Ford, Inc. (FL)
Merger (Discontinuing Company)
Florida

Warren Wooten Ford, Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,


Ashley A. Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A WoltersKluwer Company

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BRAC Car Sales, Inc.	INDIANA	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Paul West Ford, Inc.	Florida	J47869
Warren Wooten Ford, Inc.	Florida	014843

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

PLEASE SEE ATTACHMENT DETAILING ADOPTION OF MERGER

(Attach additional sheets if necessary)

Attachment

The plan of merger was adopted pursuant to the Second Amended Joint Chapter 11 Liquidating Plan of BRAC Group, Inc. and its Debtor Subsidiaries, as filed with the United States Bankruptcy Court for the District of Delaware (the "Court") on February 3, 2004 (docket number 3728) and confirmed by the Court on April 23, 2004. The Plan requires that the parties hereto effectuate this Merger. The Plan also names Howard G. Truesdell as the Plan Administrator with authority to sign on behalf of the companies listed. A copy of the Plan is attached as Exhibit B.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
BRAC Car Sales, Inc.	<i>Hobart G. Truesdell</i>	Hobart G. Truesdell, Plan Administrator
Paul West Ford, Inc.	<i>Hobart G. Truesdell</i>	Hobart G. Truesdell, Plan Administrator
Warren Wooten Ford, Inc.	<i>Hobart G. Truesdell</i>	Hobart G. Truesdell, Plan Administrator

EXHIBIT B

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of July 9, 2004, is by and among BRAC Car Sales, Inc., an Indiana corporation (the "Company"), Carson Chrysler Plymouth Dodge Jeep Eagle, Inc., an Indiana corporation ("Carson Chrysler"), Paul West Ford, Inc., a Florida corporation ("Paul West"), and Warren Wooten Ford, Inc., a Florida corporation ("Warren Wooten" and, together with Carson Chrysler and Paul West, hereinafter referred to as the "Subsidiaries").

WHEREAS, the Company owns 100% of the outstanding capital stock of each of the Subsidiaries;

WHEREAS, pursuant to the Second Amended Joint Chapter 11 Liquidating Plan of BRAC Group, Inc. and Its Debtors Subsidiaries, as filed with the United States Bankruptcy Court For The District of Delaware (the "Court") on February 3, 2004 (docket number 3728) and confirmed by the Court on April 23, 2004, the parties hereto are required to effectuate the Merger (as defined below); and

WHEREAS, the Company desires to merge the Subsidiaries with and into itself (the "Merger");

NOW, THEREFORE, for and in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt of which each party hereby acknowledges, the parties agree as follows:

1. **The Merger**. Upon the terms and subject to the conditions set forth in this Agreement, the Subsidiaries shall be merged with and into the Company at the Effective Time (as hereinafter defined). Following the Merger, the separate corporate existences of the Subsidiaries shall cease and the Company shall continue as the surviving corporation and shall succeed to and assume all the rights and obligations of the Subsidiaries.

2. **Effective Time**. The Merger shall become effective when executed Articles of Merger (the "Articles of Merger") are duly filed with the Secretary of State of the State of Indiana; provided, however, that, upon mutual consent of the Company and the Subsidiaries, the Articles of Merger may provide for a later date of effectiveness of the Merger. When used in this Agreement, the term "Effective Time" shall mean the date and time at which the Articles of Merger are accepted for recording or such later time established by the Articles of Merger.

3. **Issued Shares**. The issued and outstanding shares of capital stock of each of the Subsidiaries shall not be converted in any manner, but each said share which is outstanding as of the Effective Time shall be cancelled.

4. **Plan of Liquidation.** The parties agree (1) that the Merger shall constitute a complete liquidation of each of the Subsidiaries into the Company pursuant to Section 332 of the Internal Revenue Code of 1986, as amended, and (2) that this Agreement and the agreements, resolutions and other documents necessary to effect the Merger with respect to each of the Subsidiaries are intended, collectively, to constitute a “plan of liquidation” (within the meaning of Section 332 of the Code) with respect to such Subsidiaries.

5. **General Provisions.**

(a) *Counterparts.* This Agreement may be executed in any number of counterparts, all of which shall be considered one and the same agreement, and shall become effective when one or more counterparts have been signed by each party and delivered to the other party, it being understood that the parties need not sign the same counterpart.

(b) *Partial Validity.* Wherever possible, each provision hereof shall be interpreted in such manner as to be effective and valid under applicable law, but in case any one or more of the provisions contained herein shall, for any reason, be held to be invalid, illegal or unenforceable in any respect, such provision shall be ineffective to the extent, but only to the extent, of such invalidity, illegality or unenforceability without invalidating the remainder of such invalid, illegal or unenforceable provision or provisions or any other provisions hereof, unless such a construction would be unreasonable.

* * *

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized signatories as of the day and year first above written.

BRAC CAR SALES, INC.

Hobart G. Truesdell
Name: Hobart G. Truesdell
Its: Plan Administrator

**CARSON CHRYSLER PLYMOUTH
DODGE JEEP EAGLE, INC.**

Hobart G. Truesdell
Name: Hobart G. Truesdell
Its: Plan Administrator

PAUL WEST FORD, INC.

Hobart G. Truesdell
Name: Hobart G. Truesdell
Its: Plan Administrator

WARREN WOOTEN FORD, INC.

Hobart G. Truesdell
Name: Hobart G. Truesdell
Its: Plan Administrator