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TALLAHASSEE, FLORIDA
STATE DEPT OF STATE

MERGER OR SHARE EXCHANGE

HOLMAN AUTOMOTIVE, INC.

EFFECTIVE DATE
6/30/04

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6/30/04
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**ARTICLES OF MERGER
OF
HOLMAN IMPORTS, INC.
WITH AND INTO
HOLMAN AUTOMOTIVE, INC.**

To the Secretary of State
State of Florida

EFFECTIVE DATE
6/29/04

FILED
04 JUN 29 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Holman Imports, Inc. with and into Holman Automotive, Inc. as approved and adopted by written consent of the sole shareholder of Holman Imports, Inc., in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the sole shareholder of Holman Automotive, Inc. in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

2. Holman Automotive, Inc. will continue its existence as the surviving corporation under the name "Holman Automotive, Inc." pursuant to the provisions of the Florida Business Corporation Act.

3. The effective time and date of the merger herein shall be the close of business on June 30, 2004.

Executed on June 29, 2004.

HOLMAN IMPORTS, INC.

By: [Signature]
Name: Glenn A. Gardner
Title: President

HOLMAN AUTOMOTIVE, INC.

By: [Signature]
Name: Joseph S. Holman
Title: Chairman of the Board

PLAN OF MERGER
OF
HOLMAN IMPORTS, INC.
WITH AND INTO
HOLMAN AUTOMOTIVE, INC.

PLAN OF MERGER adopted for Holman Imports, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on June 22, 2004, and adopted for Holman Automotive, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on June 22, 2004. The names of the corporations planning to merge are Holman Imports, Inc., a business corporation organized under the laws of the State of Florida, and Holman Automotive, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Holman Imports, Inc. plans to merge is Holman Automotive, Inc.

1. Holman Imports, Inc. and Holman Automotive, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Holman Automotive, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name "Holman Automotive, Inc." pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Holman Imports, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

2. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full 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.

3. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

4. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be eliminated and cease to exist, and the certificates representing such shares shall be cancelled upon surrender thereof. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

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5. This Plan of Merger has been approved and adopted by the sole shareholder of the non-surviving corporation and the sole shareholder of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act.

6. The non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger. The effective time and date of merger shall be the close of business on June 30, 2004.

7. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, 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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